MARVEL
SPIDER-VERSE
SPIDER-GEDDON
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– Comic Book Resources
SLOTT
GAGE
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COIPEL
MOLINA

SPIDER-VERSE

SPIDER-GEDDON

SPIDER-VERSE

FREE COMIC BOOK DAY 2014
WRITER: Dan Slott
PENCILER: Giuseppe Camuncoli
INKER: John Dell
COLORIST: Edgar Delgado
LETTERER: VC's Cory Petit

SUPERIOR SPIDER-MAN #32-33
PLOTTERS: Dan Slott with Christos Gage (#33)
SCRIPTER: Christos Gage
PENCILER: Giuseppe Camuncoli
INKER: John Dell
COLORIST: Antonio Fabela
LETTERERS: Chris Eliopoulos (#32) & VC's Joe Caramagna (#33)
COVER ART: Giuseppe Camuncoli & Antonio Fabela with John Dell (#32) & Roberto Poggi (#33)

#32: "THE SPIDER-SANCTION"
WRITER: Christos Gage
ARTIST: Adam Kubert
COLORIST: Rain Beredo
LETTERER: Chris Eliopoulos

#33: "BLACK SHEEP"
WRITER: Christos Gage
ARTIST: M.A. Sepulveda
COLORIST: Richard Isanove
LETTERER: VC's Joe Caramagna

EDGE OF SPIDER-VERSE #1
WRITERS: David Hine with Fabrice Sapolsky
ARTIST & COLORIST: Richard Isanove
LETTERER: VC's Clayton Cowles
COVER ART: Richard Isanove

EDGE OF SPIDER-VERSE #2
WRITER: Jason Latour
ARTIST: Robbi Rodriguez
COLORIST: Rico Renzi
LETTERER: VC's Clayton Cowles
COVER ART: Robbi Rodriguez

EDGE OF SPIDER-VERSE #3
WRITER, ARTIST & COLORIST: Dustin Weaver
LETTERER: VC's Clayton Cowles
COVER ART: Dustin Weaver

EDGE OF SPIDER-VERSE #4
WRITER: Clay McLeod Chapman
ARTIST: Elia Bonetti
COLORIST: Veronica Gandini
LETTERER: VC's Clayton Cowles
COVER ART: Garry Brown

EDGE OF SPIDER-VERSE #5
WRITER: Gerard Way
ARTIST: Jake Wyatt
COLORIST: Ian Herring
LETTERER: VC's Clayton Cowles
COVER ART: Jake Wyatt

AMAZING SPIDER-MAN #7-8
PLOTTER: Dan Slott
SCRIPTER: Christos Gage
PENCILER: Giuseppe Camuncoli
INKER: Cam Smith
COLORIST: Antonio Fabela
LETTERER: Chris Eliopoulos
COVER ART: Giuseppe Camuncoli Cam Smith & Antonio Fabela

AMAZING SPIDER-MAN #9-11
WRITER: Dan Slott
PENCILER: Olivier Coipel
INKERS: Olivier Coipel (#9, #11) & Wade von Grawbadger (#10-11) with Livesay Victor Olazaba & Mark Morales (#11)
COLORIST: Justin Ponsor
LETTERERS: Chris Eliopoulos with VC's Travis Lanham (#11)
COVER ART: Olivier Coipel & Justin Ponsor

AMAZING SPIDER-MAN #12-15
WRITER: Dan Slott
PENCILERS: Giuseppe Camuncoli with Olivier Coipel (#14)
INKERS: Cam Smith with Wade von Grawbadger & Livesay (#14) and Roberto Poggi (#15)
COLORIST: Justin Ponsor
LETTERER: Chris Eliopoulos
COVER ART: Olivier Coipel & Justin Ponsor (#12-13) with Wade von Grawbadger (#13); Giuseppe Camuncoli Cam Smith & Justin Ponsor (#14-15)

#7: "WEB OF FEAR"
WRITER: Dan Slott
PENCILER: Giuseppe Camuncoli
INKER: Cam Smith
COLORIST: Edgar Delgado
LETTERER: Chris Eliopoulos

#8: "MY BROTHER'S KEEPER"
WRITER: Dan Slott
PENCILER: Humberto Ramos
INKER: Victor Olazaba
COLORIST: Edgar Delgado
LETTERER: Chris Eliopoulos

#9: "THE FEAST"
WRITER: Dan Slott
PENCILER: Giuseppe Camuncoli
INKER: Cam Smith
COLORIST: Antonio Fabela
LETTERER: VC's Travis Lanham

SPIDER-VERSE #1-2

"ENTER THE SPIDER-VERSE"
WRITER: Dan Slott
PENCILER: Humberto Ramos
INKER: Victor Olazaba
COLORIST: Edgar Delgado

"THE MANY"
WRITER: Skottie Young
ARTIST: Jake Parker
COLORIST: Andrew Crossley

STEAMPUNK LADY SPIDER
WRITER: Robbie Thompson
ARTIST: Denis Medri
COLORIST: Paolo Francescutto

"LATE FOR A DATE!"
WRITER: Dan Slott
ARTIST: Ty Templeton
COLORIST: Chris Sotomayor

PENELOPE PARKER
WRITER & ARTIST: Katie Cook
COLORIST: Heather Breckel

NEWSPAPER SPIDER-MAN
WRITER: Dan Slott
PENCILER: Tom Grummett
INKER: Tom Palmer

"IT'S SHOWTIME!"
WRITER: Dan Slott
ARTIST: Kris Anka
COLORIST: Chris Sotomayor

"A SPIDER IN SHEEP'S CLOTHING"
WRITER: Kathryn Immonen
PENCILER: David LaFuente
INKER: Álvaro López
COLORIST: John Rauch

"WITH GREAT POWER COMES NO FUTURE"
WRITER: Jed MacKay
ARTIST, COLORIST & LETTERER: Sheldon Vella

"EL ESPIRITU DE LAS CALLES"
WRITER: Enrique Puig
ARTIST: Francisco Herrera
COLORIST: Fernanda Rizo

"IT'S THE LITTLE THINGS"
WRITER: Dan Slott
ARTIST: Ty Templeton
COLORIST: Andrew Crossley

LETTERER: VC's Travis Lanham
COVER ART: Giuseppe Camuncoli & Antonio Fabela

SPIDER-VERSE TEAM-UP #1-3

"THE POWER OF POSITIVE THINKING"
"TOO MANY SPIDER-MEN!"
"TOO MANY SPIDER-MEN PART 2"
WRITER: Christos Gage
PENCILER: Dave Williams
INKER: Dexter Vines
COLORIST: Chris Sotomayor

"THE LUCK OF THE PARKERS"
WRITER: Roger Stern
ARTIST: Bob McLeod
COLORIST: Andrew Crossley

"A SPIDER IN THE DARK"
WRITER: Gerry Conway
ARTIST: Steven Sanders
COLORIST: Andrew Crossley

"BUGGED!"
WRITER: Tom DeFalco
CO-PLOTTER & PENCILER: Ron Frenz
INKER: Sal Buscema
COLORIST: Andrew Crossley

LETTERERS: VC's Joe Caramagna (#1, #3) & Clayton Cowles (#2)
COVER ART: Dave Williams & Andrew Crossley (#1-2), Jamal Campbell (#3)

SPIDER-MAN 2099 #5-8
WRITER: Peter David
PENCILERS: Rick Leonardi (#5) & Will Sliney (#6-8)
INKERS: Livesay (#5) & Will Sliney (#6-8)
COLORIST: Antonio Fabela
LETTERER: VC's Joe Caramagna
COVER ART: Francesco Mattina
In memory of Al Williamson

SCARLET SPIDERS #1-3
WRITER: Mike Costa
ARTIST: Paco Diaz
COLORIST: Israel Silva
LETTERER: VC's Travis Lanham
COVER ART: David Nakayama

SPIDER-WOMAN #1-4
WRITER: Dennis Hopeless
PENCILER: Greg Land
INKER: Jay Leisten
COLORIST: Frank D'Armata
LETTERER: VC's Travis Lanham
COVER ART: Greg Land with Morry Hollowell (#1-2) & Frank D'Armata (#3-4)

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SENIOR EDITOR: Nick Lowe

SUPERIOR SPIDER-MAN #32-33
WRITER: Christos Gage
ARTIST: Clayton Crain
LETTERER: VC's Travis Lanham
COVER ART: Clayton Crain
Special Thanks to Isabel Hsu, Eric Monacelli & Bill Rosemann

"CHECK IN"
WRITER: Jed MacKay
ARTIST: Javier Garrón
COLORIST: Israel Silva
LETTERER: VC's Travis Lanham

SUPERIOR OCTOPUS #1
WRITER: Christos Gage
PENCILER: Mike Hawthorne
INKER: Wade von Grawbadger
COLORIST: Jordie Bellaire
LETTERER: VC's Clayton Cowles
COVER ART: Travis Charest

"CHECK IN"
WRITER: Jed MacKay
PENCILER: Mark Bagley
INKER: Craig Yeung
COLORISTS: Dono Sánchez-Almara & Protobunker
LETTERER: VC's Clayton Cowles

EDGE OF SPIDER-GEDDON #1
WRITER: Jed MacKay
ARTIST: Gerardo Sandoval
COLORIST: Brian Reber
LETTERER: VC's Cory Petit
COVER ART: Gerardo Sandoval

EDGE OF SPIDER-GEDDON #2
WRITERS: Lonnie Nadler & Zac Thompson
Based on a story by Gerard Way
ARTIST: Alberto Alburquerque
COLORIST: Triona Farrell
LETTERER: VC's Cory Petit
COVER ART: Jake Wyatt

EDGE OF SPIDER-GEDDON #3
WRITER: Jason Latour
BREAKDOWNS: Tonči Zonjić
FINISHERS: Tonči Zonjić & Brahm Revel
COLORISTS: Tonči Zonjić & Ian Hering
LETTERER: VC's Cory Petit
COVER ART: Tonči Zonjić

EDGE OF SPIDER-GEDDON #4
WRITER: Aaron Kuder
PENCILERS/LAYOUTS: Aaron Kuder (pp.1-10) & Will Robson (pp.19-20)
INKERS/FINISHERS: Craig Yeung (pp.1-13) & Will Robson (pp.14-20)
COLORIST: Andres Mossa
LETTERER: VC's Cory Petit
COVER ART: Aaron Kuder & Dean White

SPIDER-GEDDON: SPIDER-GWEN — GHOST-SPIDER VIDEO COMIC
WRITER: Seanan McGuire
LAYOUTS: Tim Eldred
ARTIST: Alti Firmansyah
COLORIST: Andres Mossa
LETTERER: Jeff Eckleberry
COVER ART: Paco Diaz

SPIDER-GEDDON: SPIDER-MAN NOIR VIDEO COMIC
WRITERS: David Hine & Fabrice Sapolsky
LAYOUTS: Tim Eldred
ARTIST: Paco Diaz
COLORIST: Andres Mossa
LETTERER: Jeff Eckleberry
COVER ART: Paco Diaz

SPIDER-GEDDON: SPIDER-MAN ANIMATED VIDEO COMIC
WRITER: Kevin Shinick
LAYOUTS: Tim Eldred
ARTIST: Dario Brizuela
COLORIST: Rachelle Rosenberg
LETTERER: Jeff Eckleberry
COVER ART: Paco Diaz

VAULT OF SPIDERS #1-2

"PROLOGUE"
"PROLOGUE PART 2"
WRITER: Jed MacKay
ARTIST: Scott Koblish
COLORIST: Andres Mossa
LETTERER: VC's Travis Lanham

THE WEB-SLINGER
WRITER: Cullen Bunn
ARTIST: Javier Pulido
COLORIST: Muntsa Vicente
LETTERER: VC's Joe Caramagna

"FINAL GALAXY BATTLE!"
WRITER: Jed MacKay
ARTIST & LETTERER: Sheldon Vella

SPIDER-BYTE
WRITER: Nilah Magruder
ARTIST: Alberto Alburquerque
COLORIST: Andrew Crossley
LETTERER: VC's Travis Lanham

SAVAGE SPIDER-MAN
WRITER: James Asmus
ARTIST: Juan Gedeon
COLORIST: Andres Mossa
LETTERER: VC's Joe Caramagna

SPIDERS-MAN
WRITER: Cullen Bunn
PENCILER: Mark Bagley
INKER: Andrew Hennessy
COLORIST: Chris Sotomayor
LETTERER: VC's Travis Lanham

THE SPECTACULAR SPIDER-MA'AM
WRITER: Ryan North
ARTIST: Dave Williams
COLORIST: Andrew Crossley
LETTERER: VC's Travis Lanham

"SHOCK THE SPIDER"
WRITER: Geoffrey Thorne
ARTIST: Todd Harris
COLORIST: Andres Mossa
LETTERER: VC's Travis Lanham

COVER ART: Giuseppe Camuncoli & Dean White

SPIDER-GEDDON #1-5
WRITER: Christos Gage
Based on a story by Dan Slott
PENCILERS: Jorge Molina (#1-2, #4-5) & Carlo Barberi (#3-5) with Todd Nauck (#3) and Stefano Caselli & Joey Vazquez (#5)
INKERS: Jorge Molina (#1), Jay Leisten (#2, #4-5) & José Marzan Jr. (#3-5) with Craig Yeung & Roberto Poggi (#2), Todd Nauck (#3) and Stefano Caselli & Joey Vazquez (#5)
COLORIST: David Curiel
LETTERER: VC's Travis Lanham
COVER ART: Jorge Molina

PETER PARKER: THE SPECTACULAR SPIDER-MAN #311-313
WRITER: Sean Ryan
ARTIST: Juan Frigeri
COLORIST: Jason Keith
LETTERER: VC's Travis Lanham
COVER ART: Philip Tan & Morry Hollowell (#311), Philip Tan & Rain Beredo (variant), Jeff Dekal (variant)

SPIDER-GWEN: GHOST-SPIDER #1-4
WRITER: Seanan McGuire
ARTISTS: Rosi Kämpe with Takeshi Miyazawa (#4)
COLORIST: Ian Herring
LETTERER: VC's Clayton Cowles
COVER ART: Bengal

SPIDER-FORCE #1-3
WRITER: Christopher Priest
PENCILERS: Paulo Siqueira (#1-2) & Marcelo Ferreira (#2-3) with Szymon Kudranski (#2) & Ibraim Roberson (#3)
INKERS: Oren Junior (#1-3), Craig Yeung (#1, #3) & Roberto Poggi (#2-3) with Szymon Kudranski (#2) & Ibraim Roberson (#3)
COLORIST: GURU-eFX
LETTERER: VC's Joe Sabino
COVER ART: Shane Davis, Michelle Delecki & Morry Hollowell

SPIDER-GIRLS #1-3
WRITER: Jody Houser
ARTIST: Andrés Genolet
COLORISTS: Triona Farrell (#1-2) and Cris Peter & Jim Campbell (#3) with Jim Charalampidis (#2)
LETTERER: VC's Joe Caramagna
COVER ART: Yasmine Putri (#1-2), Ivan Shavrin (#3)

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DIGITAL PRODUCTION: Meghan O'Leary
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Special Thanks to Mike O'Sullivan, Jeff Christiansen, Chris Buchner, Anthony Cotilletta, Patrick Duke, Mike Fichera, Kevin Garcia, Rob London, Chris McCarver, Markus Raymond, Marc Riemer, Jacob Rougemont, Stuart Vandal and the rest of the DHOTMU team

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Spider-Verse promotional art
by **Mike del Mundo**

FREE COMIC BOOK DAY 2014
"STAGING GROUND"

ON A WORLD MUCH LIKE OURS, IN A TIME LONG AGO...

The Globe Theatre.

WHERE THE FAMILY WATSONNE, TRAVELLING ACTORS OF WELL RENOWN, HAS CAPTURED THE ATTENTION OF ALL LONDON.

WATCH AS THEIR FEATURED PLAYER, THE SPIDER, ENSNARES HIS AUDIENCE...

NOW STAY VERY STILL, MY LADY. AND...

...BEHOLD!

THWIP

THWIP

...PERFORMING ALL MANNER OF TRICKS WITH HIS WONDROUS WEBS.

CLAP CLAP CLAP CLAP

BRAVO!

AGAIN!

MORE!

"OUT, OUT BRIEF CANDLE! LIFE'S BUT A WALKING SHADOW..."

UH...

PETER, YOU'RE *SPIDER-MAN*. NO ONE EXPECTS SHAKESPEARE.

GIVE 'EM WHAT THEY WANT.

YES, DEAR.

HOLD ON TO THINE HATS!

HA! WHAT SAY YOU, SIRS?

HE'S CURSED! A WITCHBREED!

SORCERY!

NO. CERTAINLY IT'S A JEST?! A JAPE?!

TRUE! JUST A MERRY TRICK!

AYE! ALL PART OF THE SHOW! NOW GATHER ROUND, GENTLEMEN...

...FOR SURELY ONE OF YOU SHALL PROFIT FROM WHAT COMES NEXT.

TEN SHILLINGS TO ANY MAN WHO CAN WRESTLE OUR GOOD SPIDER TO THE GROUND! STEP UP! WHO'LL BE FIRST?

HAVE AT YOU--

TOO LOW, SIR.

TOO HIGH.

AHH!

MUCH, MUCH TOO HIGH.

PUT ME DOWN! I YIELD! I *YIELD!*

COME NOW. IS THAT ALL? WILL NO ONE ELSE TAKE MY WAGER?

I WILL. BUT KEEP YOUR MONEY. I SEEK A DIFFERENT PRIZE.

DINNER.

VERY WELL FRIEND. I CAN AT LEAST PROMISE THAT YOU'LL WORK UP AN APPETITE, MISTER...?

IT'S MORLUN.

AND YOU SHOULDN'T MAKE PROMISES YOU CAN'T KEEP...PETER.

YOU HAVE ME AT A DISADVANTAGE, SIR. HOW IS IT YOU KNOW MY--

FOR I AM *ALREADY* HUNGRY.

I AM *ALWAYS* SO VERY HUNGRY.

MARION JANE! MR. WATSONNE! TAKE LEAVE OF THIS PLACE! *NOW!*

PETER!

I *BEG* OF YOU! THERE IS GREAT DANGER HERE!

THIS MAN-- THIS "MORLUN"-- IS NOT WHAT HE APPEARS TO BE!

BUT THEN AGAIN, NEITHER AM I!

KRAK

ARHH!

MMM. A BRIEF TASTE. SO PURE. SO...

...SAVORY.

I APOLOGIZE FOR WHAT IS TO FOLLOW. YOU MUST FORGIVE ME...

...BUT I LIKE TO PLAY WITH MY FOOD.

FTAM

RNCHH

OH, WHAT A TASTY MEAL YOU'RE GOING TO MAKE, SPIDER.

I REALLY MUST TAKE CARE NOT TO GOBBLE YOU ALL UP IN ONE BITE.

SO FAST, I NEVER--I--

I-I SAW THE NEW WORLD... FOUND LOVE... HAD SUCH ADVENTURES...

BELOVED!

THIS--THIS CAN'T BE HOW MY STORY--

URNGH--

SHUNKK

THE GREAT SPIRIT THAT DWELLS WITHIN YOU...

...ALL ITS POWER, ALL YOUR POTENTIAL...

...EVERYTHING YOU ARE, WERE, AND COULD HAVE BEEN IS NOW...

MINE!

AND STILL IT IS NOT ENOUGH. THE GREAT *HUNT* CONTINUES.

THE *FEAST* OF THOUSANDS GOES ON. BUT IT SHALL BE OVER SOON ENOUGH.

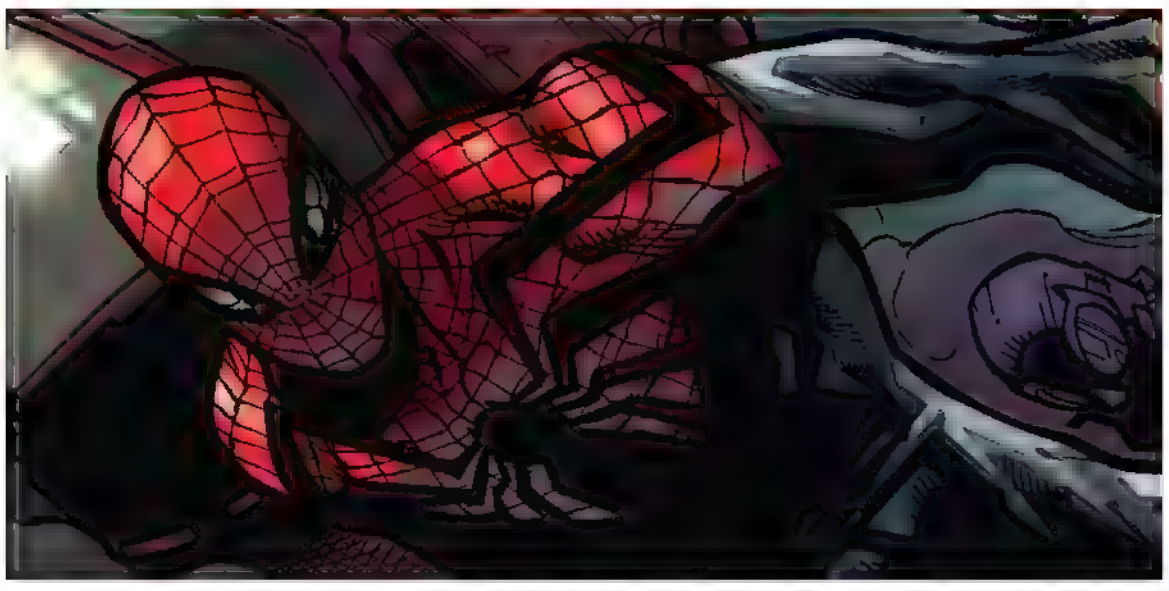
IT'S BEEN FORETOLD. ALL OF YOUR THREADS IN THE WEB SHALL BE SEVERED.

AND SOON, VERY SOON...

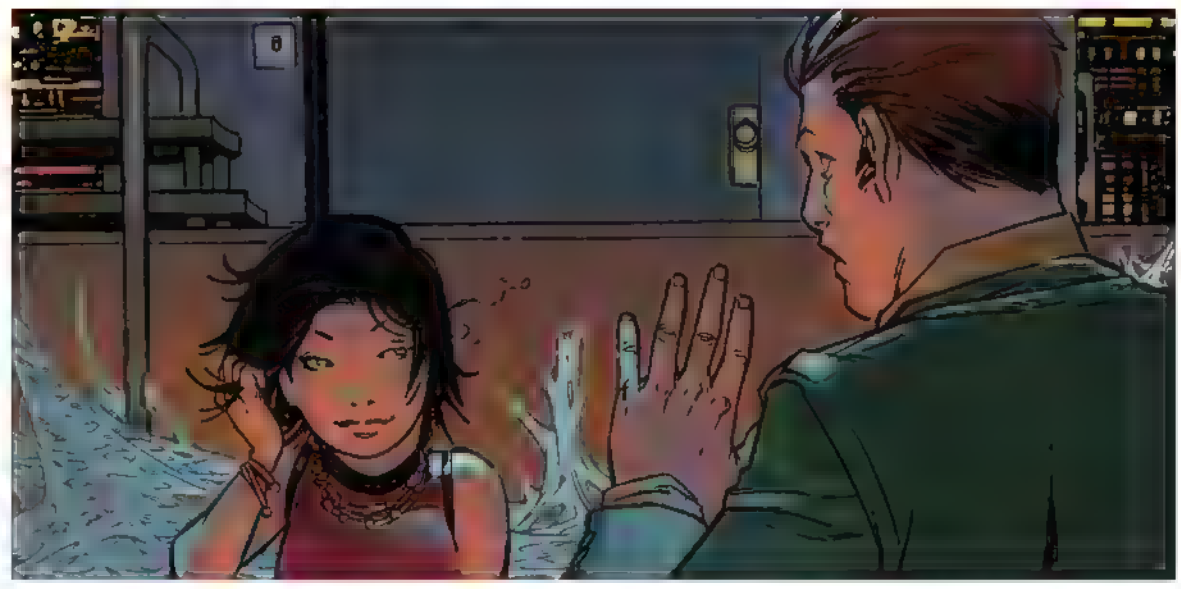
ALL THE SPIDERS SHALL DIE.

SUPERIOR SPIDER-MAN #32
"EDGE OF SPIDER-VERSE" / "THE SPIDER-SANCTION"

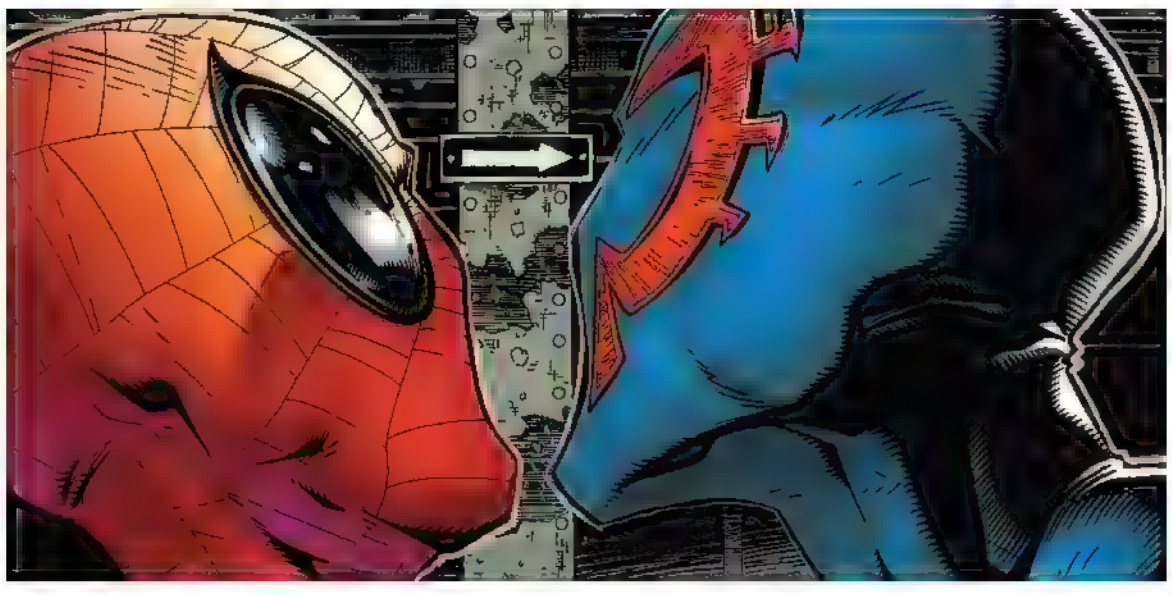
THE SUPERIOR SPIDER-MAN



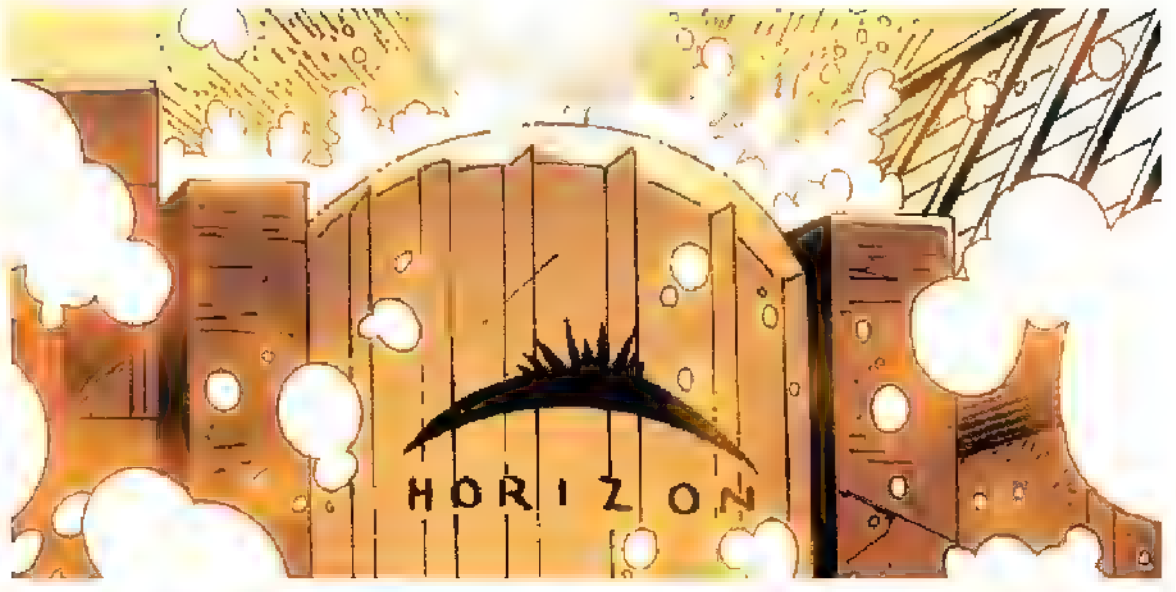
IN A LAST-DITCH EFFORT TO SAVE HIMSELF FROM DEATH, **OTTO OCTAVIUS** SWAPPED MINDS WITH SPIDER-MAN, LEAVING **PETER PARKER** TO DIE IN HIS PLACE. TAKING ON PETER'S SENSE OF RESPONSIBILITY, OTTO CARRIED ON HIS MISSION AS THE SUPERIOR SPIDER-MAN.



OTTO SET ABOUT IMPROVING PETER'S LIFE AND EVEN FELL IN LOVE WITH A WOMAN NAMED **ANNA MARIA MARCONI.**



RECENTLY, WHEN A **TEMPORAL DISTORTION** THREATENED THE LIFE OF TYLER STONE, HEAD OF ALCHEMAX IN THE YEAR 2099, SPIDER-MAN 2099 TRAVELED BACK IN TIME TO HORIZON LABS BEFORE IT BECAME ALCHEMAX TO SAVE THE LIFE OF TIBERIUS STONE.



WHEN HORIZON LABS WAS LOST IN A TEMPORAL IMPLOSION, THE SUPERIOR SPIDER-MAN DISAPPEARED FOR 24 HOURS.* THIS IS WHERE HE WENT.

THIS STORY TAKES PLACE DURING **SUPERIOR SPIDER-MAN #19.*

Horizon Labs. Several Months Ago.

W-WHAT...WHAT HAPPENED? WHO DARES--

WAIT. I REMEMBER. THERE WAS A *TEMPORAL ENERGY MELTDOWN* AT HORIZON LABS.

I WAS ENTERING AN EQUATION INTO A DEVICE THAT WOULD CONTAIN THE ERUPTION.

IT SHOULD HAVE BEEN *CHILD'S PLAY* FOR THE INTELLECT OF OTTO OCTAVIUS...EXCEPT THAT I WAS BUILDING ON THE *FLAWED* WORK OF *PETER PARKER*.

ERROR

ENTER

THAT'S WHAT CAUSED THE FAILURE.

AND *THESE* FOOLS. THIS IS *THEIR* FAULT. THAT SPIDER-MAN FROM 2099, TAMPERING WITH THE TIME-STREAM BY TRAVELING TO MY ERA...AND THE SELF-SERVING *TIBERIUS STONE*, SABOTAGING THE EQUIPMENT!

CIRCA SUPERIOR SPIDER-MAN #19! - NICK

KRAKAWM

THIS DISASTER IS ON *THEIR* HEADS!

A CONTROLLED IMPLOSION! DID SPIDER-MAN DO THAT? JAMESON, DID YOU SEE...DID HE MAKE IT OUT?

IF HE DIDN'T, MODELL, GOOD RIDDANCE!

I'M ALIVE. OR, AT LEAST, MY CONSCIOUSNESS IS INTACT. MY BODY FEELS... UNMOORED.

WHERE AM I? *WHAT'S HAPPENING TO ME?*

GET HOLD OF YOURSELF, OTTO. *THINK.*

I AM, IN ALL LIKELIHOOD, ADRIFT IN TIME. THE BIZARRE FLASHES OF OTHER EARTHS I KEEP GLIMPSING SUPPORT THAT THEORY.

BUT THOSE WORLDS ARE INCONSISTENT...EVEN CONTRADICTORY. IT'S AS IF THE TIMELINE IS FRAGMENTED. WHICH MEANS I COULD END UP...

...ANYWHERE.

WHUMP

HAVE TO GET MY BEARINGS, AND QUICKLY. I COULD BE AT ANY POINT IN THE PAST OR FUTURE--

NNH...

AH. OF COURSE. I SHOULD HAVE GUESSED AS MUCH.

NATURE ABHORS A VACUUM.

2099 WAS ROBBED OF ITS SPIDER-MAN...

...SO THE UNIVERSE SENT *ME* TO REPLACE HIM.

SEPTEMBER 27 2099

AN ACCEPTABLE OUTCOME. COMBINING THIS ERA'S TECHNOLOGY WITH MY OWN GENIUS, WHICH IS *WELL* OVER A CENTURY AHEAD OF ITS TIME...

...IT SHOULD BE A SIMPLE MATTER TO CREATE THE MEANS TO RETURN HOME. I NEED ONLY FIND A PROPERLY EQUIPPED FACILITY.

GABE? REMEMBER HOW YOU ASKED EVERYONE TO KEEP AN EYE OUT FOR SPIDER-MAN?

YEAH, WELL, IT DIDN'T TAKE MUCH EFFORT. THAT BITHEAD'S PARADING AROUND IN THE OPEN LIKE HE'S THE SECOND COMING OF *THOR*. YOU WANT HIM, YOU'D BETTER HURRY...

"...BEFORE THE *PUBLIC EYE* SHOOTS HIM OUT OF THE SKY!"

HALT! SPIDER-MAN, WE ARE PLACING YOU UNDER ARREST! DO NOT ATTEMPT TO FLEE!

FLEE?

HEH.

SHING

YOU HAVE THE WRONG SPIDER-MAN.

SPIDER-MAN

RETREAT! WAIT FOR BACKUP!

SPIDER-MAN USUALLY RUNS WHEN WE COME AFTER HIM. WHO THE SHOCK IS *THIS* GUY?

THAT'S RIGHT, FOOLS, RUN FOR YOUR MISERABLE LIVES. AND YOU'LL *STAY* AWAY, IF YOU KNOW WHAT'S GOOD FOR YOU!

SPIDER-MAN!

WHAT'RE YOU, HIGH ON RAPTURE? THEY'LL BE BACK...WITH THEIR *BIG* GUNS! I'VE GOT TO GET YOU OUT OF HERE!

I SUPPOSE YOUR LOGIC IS SOUND. BUT IF THIS IS SOME KIND OF TRAP, BE WARNED--I AM NOT THE SPIDER-MAN YOU THINK I AM.

ACTUALLY, I KNOW *EXACTLY* WHO YOU ARE. THE COSTUME'S DIFFERENT, BUT NOW THAT I HEAR YOUR VOICE, I'M SURE OF IT.

YOU'RE THAT SPIDER-MAN FROM THE HEROIC AGE... *PETER* SOMETHING, RIGHT?

I...FIND IT *DISTURBING* YOU'D KNOW THAT NAME.

HAVING PURGED PETER PARKER'S MEMORIES, OTTO DOESN'T RECALL THE EVENTS OF "WHEN SPIDER-MAN MET SPIDER-MAN 2099"! - "NINETIES" NICK

YOU DON'T REMEMBER ME?

IT'S...HARDLY SURPRISING. IT WAS A LONG TIME AGO. ARE YOU REALLY THAT MEMORABLE?

WELL, SHOCK YOU TOO! I'M *GABRIEL O'HARA*. THERE'S A SPIDER-MAN IN THIS ERA. HE'S MY *BROTHER*, MIGUEL... AND HE'S MISSING. DID YOU DO THAT? *AGAIN?*

I'M AS MUCH A VICTIM OF THIS SITUATION AS HE IS. BUT GIVEN THE PROPER INFORMATION, I THINK I CAN SET IT RIGHT.

GOOD. LET'S GO TO MIGGY'S APARTMENT...IT'S A GOOD PLACE TO HIDE, AND FIGURE OUT WHAT TO DO NEXT.

GREETINGS. PLEASE SET VISUAL REPRESENTATION PARAMETERS.

I TAKE IT THIS IS A HOLOGRAPHIC INTERFACE WITH THE COMPUTER NETWORK.

EXACTLY. NOT SURE WHAT YOU HAVE IN YOUR TIME, BUT THEY'RE PRETTY AMAZING.

THE HOLO-AGENT USED TO HAVE A LOOK AND PERSONALITY MIGGY ASSIGNED. NOW IT'S GONE BACK TO FACTORY DEFAULT.

I HAVE NO NEED FOR SUCH TRIVIALITIES. I JUST NEED TO KNOW WHERE I CAN ACQUIRE THE PROPER TECH.

"ACQUIRE?" WHAT EXACTLY DO YOU MEAN BY--

IT'S BEST YOU DON'T KNOW...IT COULD CAUSE A TIME PARADOX. IN FACT, FOR YOUR OWN SAFETY, YOU SHOULD PROBABLY RETURN TO YOUR NORMAL ROUTINE. I HAVE ALL I NEED HERE.

WELL...OKAY, I GUESS. YOU DID MANAGE TO FIX THINGS LAST TIME. IF YOU NEED ME, THE HOLO-AGENT CAN GET IN TOUCH WITH ME.

CLIK

I HAVE ALL I'LL EVER NEED FROM YOU, DOLT.

COMPUTER! BRIEF ME ON THE BEST TECHNOLOGY TO FACILITATE TEMPORAL AND/OR DIMENSIONAL TRAVEL.

WORKING.

TOP RESULTS: THE TEMPORAL ENERGY GENERATOR, ORIGINALLY DEVELOPED BY STARK/FUJIKAWA, WAS BANNED DUE TO CATASTROPHIC SIDE EFFECTS. RECENTLY, THE MEGACORP ALCHEMAX PAID A RECORD FINE FOR ATTEMPTING TO RECREATE IT.

FOLLOWING THAT INCIDENT, ALCHEMAX HAS FOCUSED RESOURCES ON ITS TRANS-DIMENSIONAL VIRTUAL UNREALITY TECHNOLOGY.

PERFECT. PROVIDE ME WITH THE LOCATIONS OF STARK/FUJIKAWA AND ALCHEMAX RESEARCH FACILITIES.

YES, SIR.

AND CALL ME "DOCTOR." I'LL NEED A CAPABLE ASSISTANT FOR WHAT I'M ABOUT TO UNDERTAKE...

Stark/Fujikawa North American Headquarters.

DISAPPOINTING. YOUR COMPANY IS ACTUALLY ABIDING BY THE LAW, SPECIALIST. SLIM PICKINGS INDEED.

The Alchemax Building. Office of Tyler Stone.

MUCH BETTER. MY COMPLIMENTS, MR. STONE. ALCHEMAX IS A TREASURE TROVE OF ILLICIT TECHNOLOGY.

I WANT HIM *STOPPED*, DO YOU HEAR ME?

ALCHEMAX HARDWARE

"BRING ALL THE RESOURCES OF THE PUBLIC EYE DOWN ON HIM!

"CALL IN *VENTURE* IF YOU HAVE TO! WHATEVER IT TAKES, *BRING ME THE HEAD OF SPIDER-MAN!*"

COUNT YOURSELF LUCKY I HAVE NO TIME TO WASTE ON YOU, IDIOT.

IF THIS IS THE FUTURE, I AM *NOT* IMPRESSED.

"Downtown." What's Left of Old New York.

THIS IS FUTURE TECHNOLOGY? BAH.

F.S.U.

I SUPPOSE THAT'S THE CURSE OF BEING SO FAR AHEAD OF MY TIME. NO EQUIPMENT WILL EVER EQUAL MY MIND. STILL, IT SHOULD SUFFICE.

IS YOUR TIME PORTAL FINISHED, DOCTOR?

NEARLY...

AND SO ARE YOU. ADJUST THE HAIR...A BIT SHORTER.

ADJUSTING.

IS THIS OKAY?

IT--IT'S PERFECT...

...AND IT'S PAST TIME I GOT HOME. DOWNLOAD YOURSELF INTO MY WRIST DEVICE. PREPARE FOR TIME-JUMP.

YES, DOCTOR.

CHECK THE "SNAP-BACK" PROTOCOL, IN THE EVENT OF DANGER.

ALL SYSTEMS OPERATIONAL.

VERY WELL. THEN LET'S PROCEED.

AHH. MUCH SMOOTHER THIS TIME.

NEARING DESIGNATED ERA. ESTIMATE ARRIVAL WITHIN TWELVE HOURS OF ORIGINAL DEPARTURE TIME.

WHOA! IS THAT SPIDER-MAN?

THIS LOOKS PROMISING. BUT I MUST BE READY FOR...

...COMPLICATIONS.

DIDN'T HE ALREADY SHOW UP?

WHO CARES? WHAT PART OF "EVACUATION" DON'T YOU UNDERSTAND?

REED RICHARDS, THE HUMAN TORCH AND THE THING. ARE THEY--

NO LIFE SIGNS.

I ALWAYS KNEW RICHARDS' ARROGANCE WOULD BE HIS DOWNFALL. BUT ANYTHING THAT COULD *SLAY* THEM IS OF CONCERN. CAUSE OF DEATH?

I'M PICKING UP TRACES OF AN UNUSUAL ENERGY, EMANATING MOST STRONGLY FROM BEYOND THAT PILE OF RUBBLE...

FASCINATING.

NOW I SEE. THIS IS NOT MY WORLD, BUT SOME *PARALLEL* TIMELINE IN WHICH SPIDER-MAN JOINED THE FANTASTIC FOUR.

I CONCUR. THERE ARE INCONSISTENCIES IN THE VIBRATIONAL FREQUENCY.

THEN ACTIVATE THE SNAP-BACK PROTOCOL. WE MUST TRY AGAIN.

AGAIN.

REGISTER--
IT'S THE LAW!

AGAIN!

NYPD

NYPD

BLAST IT! TAKE READINGS OF THE BODY. THIS BEARS FURTHER ANALYSIS.

2099.

READINGS CONFIRM IT.

ALL THREE OF THOSE DEAD SPIDER-MEN WERE *PETER PARKER*. WHICH EXPLAINS THEIR FAILURE.

THERE WERE OTHER COMMON TRAITS. THEY'D ALL SUSTAINED THE SAME DOUBLE PUNCTURE WOUND...

...AND WERE ALL SUFFUSED WITH THE SAME EXOTIC ENERGY...WHICH DOESN'T ORIGINATE IN ANY OF THE DIMENSIONS VISITED.

YES, I'D NOTICED. I HAVE NO INTEREST IN THE BATTLES OF OTHER WORLDS... BUT I'M BEGINNING TO THINK I AM NOT THE ONLY ONE WITH THE ABILITY TO VISIT OTHER TIMELINES.

PREPARE FOR ANOTHER JUMP. THIS TIME, IF WE FIND ANOTHER DEAD SPIDER-MAN, WE WILL BE COLLECTING DETAILED INFORMATION ABOUT THE KILLER'S ENERGY SIGNATURE...

"...AND HIS RATHER *DISTINCTIVE* WEAPON."

YEOW!

SHRNKK

THIS DAY STARTED OUT SO WELL. I SHOULD'VE KNOWN...

...THE *PRABHAKAR LUCK* WOULDN'T LET IT END THAT WAY!

RUN! HIDE! *GET OUT OF HERE!*

WHAT IS IT?

I DIDN'T STOP TO ASK. BUT IF MY TRACK RECORD'S ANYTHING TO JUDGE BY, I'D GUESS...

...DEMON!

I AM NO DEMON, CHILD.

SADLY FOR YOU, I AM FAR *WORSE*.

NO!

BKRNCH

AALIEE!

THWIP THWIP

QUICKLY! GET OUT OF THE WAY! I DON'T KNOW HOW LONG I CAN--

NOT LONG AT ALL, BOY.

I'M SORRY, UNCLE BHIM...

SHRIEK

WHAT--

THWAMM

LET GO, IDIOT!

TH-THANK YOU. ARE YOU ANOTHER SPIDER AVATAR, SENT TO SAVE ME?

I'VE SAVED YOU FROM NOTHING. THAT WILL ONLY HOLD HIM A FEW MOMENTS.

TOGETHER WE CAN--

ONLY DIE. I'VE BEEN TRACKING THIS MONSTER ACROSS TWELVE DIMENSIONS. HIS POWER LEVELS ARE OFF THE CHARTS. WE HAVE TO RUN.

BRRRMMM

THE PEOPLE--

WILL BE FINE. HE ONLY HUNTS SPIDERS AND THOSE WHO GET BETWEEN HIM AND HIS PREY. WE, ON THE OTHER HAND, ARE *DEAD*, UNLESS WE LEAVE NOW.

ANNA! CHARGE PORTAL!

CHARGING.

I'VE EMBARKED ON A QUEST TO RAISE AN ARMY OF SPIDER-MEN TO FIGHT THIS CREATURE. JOIN ME, OR STAY AND DIE.

MY AUNT MAYA DIDN'T RAISE ANY FOOLS.

LET'S GO!

GRAAARRR!

BRAKKOOM

HRR. GONE. I CAN FEEL IT.

I MUST FIND THEM OR I WILL HAVE PROVED THE OTHERS RIGHT.

THANK YOU FOR SAVING ME, SIR. AND I'M HONORED TO BE THE FIRST IN WHAT I HOPE WILL BE A VERY LARGE AND POWERFUL BAND OF WARRIORS.

FIRST?

WHO SAID YOU WERE THE FIRST?

THE HARDEST THING I EVER DID WAS LEAVE MY OLD LIFE BEHIND. THAT LIFE, AND EVERYONE IN IT.

MARY JANE, AUNT MAY... AND, FOR ALL INTENTS AND PURPOSES, *PETER PARKER*.

BUT I THINK I STARTED TO REALLY GET IT WHEN GWEN DIED. WHEN THE GREEN GOBLIN *MURDERED* HER.

WITH GREAT POWER COMES GREAT RESPONSIBILITY...AND GREATER *ENEMIES*. THE KIND WHO DON'T SHOW MERCY. I COULD EITHER WATCH THEM KILL THE PEOPLE I LOVED...

...OR ADMIT I'M AT *WAR*, AND START *ACTING* LIKE IT.

BLAM

WOLVERINE TRAINED ME, INTRODUCED ME TO LIFE OUT IN THE COLD, AND IT'S A DAMN GOOD THING HE DID.

BECAUSE IF I STILL LIVED IN NEW YORK...

...THE DEAD WOULD BE PILED UP IN THE *THOUSANDS* RIGHT NOW.

AS IT IS, IT'LL TAKE EVERYTHING I'VE GOT TO KEEP THE BODY COUNT DOWN TO *TWO*.

LOGAN!

SHHREEAAZZZ

THE SPIDER-SANCTION

I DON'T KNOW WHO THIS MONSTER IS OR WHERE HE CAME FROM. BUT HE JUST KILLED LOGAN, WHICH I DIDN'T THINK WAS POSSIBLE.

AND IF HE COULD DO THAT TO WOLVERINE...

PING PING PING

...*ALEX* DOESN'T STAND A CHANCE.

GET THE ROCKET LAUNCHER! I'LL COVER YOU! GO!

GOD, I LOVE HER. BUT THE ROCKET LAUNCHER WON'T STOP THIS GUY. THERE'S ONLY ONE THING I CAN THINK OF THAT MIGHT.

THWIP

BUT IF IT DOESN'T, I DON'T WANT HER TO PAY THE PRICE.

UNNH!

BONK

THIS GUY'S AFTER *ME*. HE'S LIKE A MACHINE. SINGLE-MINDED. OBSESSIVE.

MY ONE CHANCE IS TO USE THAT AGAINST HIM.

I'M GUESSING HE DOESN'T REALIZE OUR GENERATOR'S WAY BEYOND THE USUAL GAS-POWERED MODEL.

SHI'AR TECHNOLOGY. ENOUGH TO RUN AN ENTIRE CITY.

HELL, HE PROBABLY DOESN'T CARE. BUT OBVIOUSLY THAT SPEAR OF HIS CONDUCTS ENERGY.

SHNNKK

LET'S SEE IF IT WORKS BOTH WAYS.

KRAKKK

THAT'S *SCIENCE*, MORON.

OH, MAN...

NOT EVEN FAZED. GOT TO--

WHRAK

I AM *ENTERTAINED.*

YOUR DEATH WILL BE QUICKER THAN MOST.

IF YOU HAVE LAST WORDS, SAY THEM.

T-TIMBER.

AN ODD EPITAPH, BUT TO EACH HIS--

BTHOOM

YOU'RE WELCOME, BY THE WAY.

THAT WON'T FINISH HIM. GONNA SEE IF I CAN.

WAIT, YOU FOOL!

LISTEN. I DON'T KNOW IF YOU REPLACED ME BACK IN THE STATES, OR IF YOU'RE FROM ANOTHER DIMENSION, OR WHAT. AND I DON'T CARE.

YOU *SHOULD* CARE, DOLT. AND YOU SHOULD SLOW DOWN.

NEWSFLASH: I'M NOT THE "*FRIENDLY NEIGHBORHOOD SPIDER-MAN*" ANYMORE. SOME FOLKS NEED KILLING, AND THIS MONSTER'S A PRIME EXAMPLE.

OH, I AGREE COMPLETELY.

I'M NOT QUESTIONING THE DEED...I'M SAYING ***WE CAN'T GET IT DONE***. NOT ALONE, AT ANY RATE.

THERE ARE MANY SPIDER-MEN IN THE MULTIVERSE. NOT ALL AS...***PRAGMATIC*** AS YOU AND I, BUT SOME HAVE SPECIALIZED SKILLS THAT CAN PROVE USEFUL.

I PROPOSE TO GATHER AN ARMY OF THEM TO DEAL WITH THAT CREATURE. I NEED ANOTHER LIKE MYSELF, WHO WILL NOT HESITATE TO... DO WHAT'S ***REQUIRED***.

ALEX...

YOUR WOMAN? IF YOU CARE FOR HER, COMING WITH ME IS THE BEST THING YOU CAN DO...FOR HER ***AND*** YOUR WORLD. THE MONSTER HAS NO INTEREST IN ANYONE BUT US.

I'VE SAID MY PIECE. I AM NO COWARD, BUT NEITHER AM I SUICIDAL. ARE YOU WITH ME, OR NOT?

YOU PROMISE WE'RE GOING TO KILL IT?

THAT HORROR WILL DIE...OR WE ***ALL*** WILL.

THEN ***SIGN ME UP.***

Superior Spider-Man #32 & *Amazing Spider-Man #9*
connecting variants by **Skottie Young**

Edge of Spider-Verse #1 variant by
Greg Land, Jay Leisten & Morry Hollowell

Edge of Spider-Verse #2 variant by
Greg Land & Morry Hollowell

New York, 1939.
The Roxy Movie Theater.

THIS SPECTACULAR FOOTAGE WAS SHOT THREE MONTHS AGO ON THE STREETS OF NEW YORK CITY--THE LAST TIME THE SPIDER-MAN WAS SEEN IN PUBLIC.

HERE WE SEE HIM BREAKING UP A DRUGSTORE ROBBERY. A FAR CRY FROM THE GANG BUSTING DAYS OF HIS EARLY CAREER.

WITH THE LAWLESS CHAOS OF PROHIBITION BEHIND US, AND WITH VICIOUS GANGSTERS LIKE AL CAPONE, JOHN DILLINGER, THE GOBLIN AND THE CRIME-MASTER DEAD OR BEHIND BARS, THE QUESTION MUST BE ASKED...

...IS THERE STILL A PLACE FOR A VIGILANTE LIKE THE SPIDER-MAN IN TODAY'S MODERN AMERICA?

HE'S THE ONE. THE WAY HE MOVES, THE SPEED, THE AGILITY.

THE BLOOD OF *ANANSI* FLOWS THROUGH HIS VEINS.

SO HOW DO WE FIND HIM? I HOPE YOU DON'T PLAN TO ROB A *DRUG-STORE* TO GET HIS ATTENTION.

I'LL THINK OF SOMETHING. I CERTAINLY HAVE NO INTENTION OF SPENDING THE REST OF MY LIFE ENTERTAINING THE GREAT UNWASHED FROM A PUBLIC STAGE.

THE MAGNIFICENT MYSTERIO

APPEARING AT THE NEW YORK WORLD'S FAIR

LOOK, PA. *MYSTERIO THE MAGICIAN.*

HE CAN MAKE AN ELEPHANT *DISAPPEAR.*

YEAH?

CAN WE GO SEE HIM, PA? *CAN* WE?

I AIN'T GOT THE DOUGH TO WASTE ON SOME TWO-BIT CONJUROR.

HOW ABOUT THE *JUNGLELAND?* THEY'VE GOT A *THOUSAND* MONKEYS.

RANK BUCK

A Magnificent Cavalcade of the Jungle

5,000 Rare Wild Animals Birds and Reptiles 5,000

THEY'RE ALL ALIVE—*at the* NEW YORK WORLD'S FAIR

20 JUNGLE EXPEDITIONS Have Brought You this Mammoth WILD CARGO of Ferocious, Terrifying LORDS OF THE JUNGLE

A THOUSAND MONKEYS? NOW THAT'S *SOMETHING.* THAT I'D PAY TO SEE.

PASSED OVER FOR A *MONKEY?*

The New York World's Fair.

SO WHAT'S IT GOING TO BE, LADIES?

HOW ABOUT *THE DREAM OF VENUS* OVER THERE? THEY SAY SALVADOR DALI IS A GENIUS.

SALVADOR DALI SAYS HE IS A GENIUS.

FREQUENTLY.

DON'T YOU LIKE SURREALIST ART, AUNT MAY?

MR. DALI MAY PUT A LOBSTER ON A NAKED WOMAN'S HEAD AND CALL IT *ART*, BUT HE DOESN'T FOOL ME.

THE MAN IS RUNNING A *BURLESQUE* SHOW.

WELL, THERE'S ALWAYS *THE MAGNIFICENT MYSTERIO.*

HOW ABOUT IT, MJ? LOBSTER ART OR A MAGIC SHOW?

MARY JANE HAS CHANGED SINCE SHE WENT TO SPAIN.

HMMM?

WE STILL GO OUT TOGETHER, BUT THERE'S A DISTANCE BETWEEN US.

WHILE I READ BOOKS AND TOOK EXAMS, SHE WENT TO WAR. THREE YEARS WITH *THE ABRAHAM LINCOLN INTERNATIONAL BRIGADE* FIGHTING FOR THE REPUBLIC...

OH, MAGIC I THINK.

...AND SHE NEVER TALKS ABOUT IT.

YES. I THINK I'D LIKE TO SEE SOME MAGIC.

THIS WAS A BAD IDEA. IT'S HOT IN HERE. THERE ARE TOO MANY PEOPLE AND MY HEAD IS POUNDING.

WHAT YOU ARE ABOUT TO WITNESS IS THE MOST DANGEROUS FEAT OF ESCAPOLOGY EVER ATTEMPTED.

THE *SPHERE OF DEATH!*

MY SIXTH SENSE TELLS ME WHEN THERE'S DANGER, BUT I'VE BEEN FEELING IT CONSTANTLY FOR WEEKS NOW. A LOW-LEVEL, THROBBING PULSE.

HAVE NO FEAR THAT THE *GREAT MYSTERIO* WILL DROWN BEFORE HE FREES HIMSELF.

HE CAN HOLD HIS BREATH UNDER WATER FOR OVER *SIX MINUTES.*

IN EXACTLY *THREE* MINUTES, THIS GENERATOR WILL SEND 50,000 VOLTS OF ELECTRICITY THROUGH THE WATER *KILLING* ANYTHING INSIDE.

IT FEELS LIKE A WARNING THAT SOME TERRIBLE DANGER IS COMING. SOMETHING *BIG.*

THE CLOCK IS TICKING...

PETER? ARE YOU ALL RIGHT?

YEAH. IT'S NOTHING.

TOUCH OF MIGRAINE.

TWO MINUTES...

ONE MINUTE!

OH, DEAR.

FIVE SECONDS! FOUR, THREE, TWO, ONE...

F-ZAASSSHH

WITNESS THE POWER OF SORCERY OVER SCIENCE!

LADIES AND GENTLEMEN...

...THE MAGNIFICENT MYSTERIO!

CLAP CLAP CLAP CLAP CLAP

THOSE POOR FISH.

CLAP CLAP CLAP CLAP

HOW DO YOU THINK HE DID IT?

I HAVE NO IDEA. I DON'T KNOW HOW TELEVISION WORKS EITHER, OR DOCTOR EINSTEIN'S COSMIC RAYS. BUT I'M SURE PETER DOES.

HOW ABOUT IT, GENIUS? SMOKE AND MIRRORS?

THE "SMOKE" IS *DRY ICE*. THAT'S CONCENTRATED CARBON DIOXIDE, PRESSURIZED AND COMPRESSED INTO PELLETS. WHEN THEY'RE PLACED IN WATER, THEY REACT TO CREATE A DENSE GAS THAT DRIFTS AT GROUND LEVEL.

BUT IT DIDN'T *SMELL* LIKE DRY ICE

WHEN HE REAPPEARED, HE WASN'T EVEN WET. SO...

HE NEVER WENT INTO THE WATER. HE MADE US *THINK* HE DID.

YOU DON'T HAVE THE FAINTEST IDEA, DO YOU?

NOPE.

BUT IT'S GOOD TO SEE YOU SMILE.

THREE YEARS IN *THE AMAZON RAINFOREST* LIVING IN MUD HUTS WITH BUGS AND SNAKES, EATEN ALIVE BY MOSQUITOES, TO LEARN HOW TO COOK UP THESE DAMNED FUMES...

...AND WE WASTE IT ON THAT BUNCH OF *RUBES*.

USE IT ON *WILSON FISK* AND WE COULD *RUN* THIS TOWN.

SURE. THEN HE FIGURES IT OUT. HE SENDS A TRIGGER-MAN WEARING A GAS MASK AND YOU AND I ARE A COUPLE OF BEAUTIFUL CORPSES.

NO, I PREFER FISK AS A WILLING PARTNER FOR NOW.

ONCE WE FIND THE SPIDER-MAN AND HIS BLOOD FLOWS THROUGH MY VEINS, FISK WILL SEE WHAT REAL POWER IS...

...THEN WE'LL SEE A NEW KINGPIN OF CRIME IN THIS CITY. BIGGER THAN THE GOBLIN, BIGGER THAN THE CRIME-MASTER...

EXCUSE ME, SIR. A MR. WILSON FISK--

EVENING, BECK. I FOUND SOMEONE YOU'RE GOING TO WANT TO TALK TO.

SO YOU'RE *THE OX*. I HEAR YOU'RE THE LAST LIVING MEMBER OF THE GOBLIN'S OUTFIT.

I T-TOLD HIM ALREADY. TOLD HIM E-EVERYTHING I KNOW.

NOW YOU CAN TELL *ME*. BACK IN 1933, THE SPIDERS CAME OUT OF THE STATUE THE GOBLIN SMUGGLED FROM AFRICA...

YEAH. THEY SWARMED ALL OVER *FANCY DAN*... H-HE WAS COVERED WITH THEM...BITING HIM... HE WAS SCREAMING LIKE A GIRL.

"IT DIDN'T LAST LONG... A COUPLE OF MINUTES... HE WAS DEAD...SWELLED UP LIKE A BALLOON.

"WE CAUGHT AS MANY OF THE SPIDERS AS WE COULD. THE GOBLIN KEPT THEM IN A GLASS CASE UNTIL THE SPIDER-MAN SMASHED IT. I GUESS THEY ALL DIED. I NEVER HEARD OF THEM SINCE."

AND YOU'RE QUITE SURE THE SPIDER-MAN APPEARED THE DAY AFTER THE SPIDERS CAME OUT OF THE TOTEM?

YEAH, I'M SURE.

Y-YOU GONNA LET ME GO NOW?

TELL ME ABOUT *FELICIA HARDY*.

MISS HARDY DOES NOT RECEIVE VISITORS.

SHE'LL SEE *US*.

MY JEWELRY IS IN THE BEDSIDE CABINET. TAKE IT.

I DON'T HAVE MUCH USE FOR IT.

PLEASE. DON'T INSULT ME. I'M NOT A PETTY THIEF.

THEY SAY YOU WERE THE SPIDER-MAN'S LOVER.

"THEY" SAY A LOT OF THINGS.

TAKE THE MASK OFF. LET'S SEE WHAT YOU'RE HIDING.

GET AWAY FROM HER!

BLAM

DAMMIT! NOW LOOK WHAT HE MADE ME DO...

ERIC!

THE MASK.

HELL'S TEETH! WHO DID THAT TO YOU?

THE LAST MAN WHO THOUGHT I COULD LEAD HIM TO THE SPIDER-MAN.

THERE'S NOTHING I CAN DO TO HER THAT HASN'T ALREADY BEEN DONE.

SHE ISN'T GOING TO TELL YOU A DAMNED THING.

IT DOESN'T MATTER. SHE DOESN'T HAVE TO TELL US WHERE HE IS. WE HAVE *HER.*

THE SPIDER-MAN WILL COME TO *US.*

HAVE YOU HEARD ABOUT THIS?

IN A SPECIAL SHOW THIS THURSDAY, THE MAGNIFICENT MYSTERIO CHALLENGES THE OUTLAW KNOWN AS THE SPIDER-MAN TO SAVE THE LIFE OF THE MASKED CAT LADY.

THE SPIDER-MAN MUST MAKE A BLOOD SACRIFICE TO THE SPIRIT OF ANANSI, OR THE MASKED WOMAN WILL BE SACRIFICED IN HIS PLACE.

THE DAILY BUGLE

EUROPE ON THE BRINK OF WAR!

HMMPH. TICKET SALES MUST BE DOWN IF HE'S STOOPING TO SENSATIONAL NONSENSE LIKE THAT.

LET ME SEE.

THE MAGNIFICENT MYSTERIO

BLOOD SACRIFICE!

I DON'T THINK TOO MUCH OF THAT VIGILANTE, BUT EVEN SO, I'M SURPRISED HE'S GETTING HIMSELF INVOLVED.

OH, ANYONE CAN DRESS UP IN A COSTUME. I SERIOUSLY DOUBT THAT THE *REAL* SPIDER-MAN WOULD EVEN *THINK* OF TAKING PART IN A MAGIC SHOW.

LADIES, IF YOU'LL EXCUSE ME. I HAVE AN ESSAY ON NUCLEAR FUSION TO FINISH. I'LL SEE YOU TOMORROW, MJ.

FELICIA IS MISSING. I DON'T KNOW WHAT MYSTERIO'S GAME IS BUT FOR NOW I'LL HAVE TO PLAY ALONG.

DO YOU KNOW WHERE SHE WENT?

I JUST MANAGE HER CLUB, PAL. SHE DIDN'T TELL ME A THING. JUST UP AND LEFT. YOU WANNA LEAVE A MESSAGE?

NO MESSAGE.

THE PAIN IN MY HEAD ISN'T A DULL THROB ANYMORE. IT'S MORE LIKE THE POUNDING OF A JACKHAMMER.

Thursday, August 31, 1939.

THE WRATH OF THE SPIDER-GOD *ANANSI* MUST BE APPEASED. ARE YOU OUT THERE, SPIDER-MAN?

WILL YOU GIVE YOUR *OWN BLOOD* IN SACRIFICE TO SAVE THIS *INNOCENT* WOMAN?

EVERYONE IMAGINES THIS WHOLE THING HAS BEEN STAGED. IT'S HARD TO BELIEVE HE WOULD ACTUALLY *KILL* FELICIA IN PUBLIC...

BUT I CAN'T TAKE THE CHANCE

DROP THE KNIFE, MYSTERIO. YOU WON'T BE NEEDING IT.

WELCOME, SPIDER-MAN. I'M SO GLAD YOU COULD JOIN US.

DON'T TRY ANY TRICKS.

MY DEAR BOY, I'M A *MAGICIAN.* TRICKS ARE WHAT I *DO.*

ELLA, IF YOU PLEASE...

WHAT IS THIS?

DIZZY...IT WASN'T DRY ICE...SOME KIND OF GAS...

HEAD SPINNING...HAVE TO GET THIS DONE FAST...

I'M RIGHT IN FRONT OF YOU, SPIDER-MAN. TAKE YOUR BEST SHOT.

WHA--?

NOTHING THERE...THIS IS HOW HE FOOLS THE AUDIENCE...SOME KIND OF HYPNOTIC SUGGESTION...

WAP

OBSERVE!

THE SPIDER-MAN IS HELPLESS TO RESIST AS MY ASSISTANT EXTRACTS THE BLOOD OFFERING.

WE OFFER UP THE BLOOD OF THE SPIDER-MAN TO *ANANSI, LORD OF SPIDERS*, AS A TOKEN OF OUR RESPECT.

NOW I CHALLENGE THE SPIDER-MAN TO MATCH MY OWN FEAT AND ESCAPE FROM THE COFFIN BEFORE IT FILLS WITH WATER.

BEHIND THIS CURTAIN, A MAN IS STRUGGLING FOR HIS LIFE. IMAGINE, IF YOU WILL, THE *PANIC* THAT FILLS HIS MIND.

HOW ABOUT THAT, MR. FISK? HE DID IT! SOME *NERVE* ON THE GUY.

HE KILLS THE SPIDER-MAN IN FRONT OF FIVE HUNDRED PEOPLE AND BLAMES IT ON FAULTY EQUIPMENT.

WATER'S REVIVING ME...STILL WEAK... CHAINS TOO TIGHT... GOING TO DROWN, UNLESS...

TEN *MINUTES!* ANY NORMAL HUMAN BEING WOULD HAVE DROWNED BY NOW, BUT THE SPIDER-MAN IS NO *ORDINARY* MORTAL...

MY WEBBING HAS TRAPPED ENOUGH AIR TO KEEP ME ALIVE. I CAN FEEL MY STRENGTH RETURNING...

WHAT--?

WHAT'S THAT ON HIS FACE?

KERRAASSHH

SHOW'S OVER, MYSTERIO.

NOT YET! THIS AUDIENCE CAME TO SEE A *SACRIFICE* AND I ALWAYS GIVE MY PUBLIC WHAT THEY PAY FOR.

YOU REALLY DO HAVE A POOR OPINION OF NEW YORKERS.

PERSONALLY I THINK *THIS* IS WHAT THEY CAME TO SEE.

WAP

LADIES AND GENTLEMEN, DUE TO THE UNEXPECTED SURVIVAL OF THE HUMAN SACRIFICE PROMISED THIS EVENING, MYSTERIO WILL BE *PERSONALLY* MAKING A *FULL REFUND* ON ALL TICKETS.

ARE YOU OKAY, FELICIA? DID HE HURT YOU?

THEY KILLED LIPPY.

NO! NOT NOW!

AAARGGHHH!

WHAT'S WRONG?

MY *HEAD!* FEELS LIKE IT'S GOING TO *EXPLODE!*

THE DANGER I SENSED IT WASN'T MYSTERIO WHATEVER IT IS

...IT'S HERE!

LOOK AT YOU. WHAT A DEPRESSING LITTLE CREATURE YOU ARE. HARDLY WORTH THE KILLING.

MY WEBS AREN'T GOING TO STOP THIS GUY

BACK OFF! DON'T MAKE ME USE THIS.

A HANDHELD, PROJECTILE-FIRING REVOLVER. HRRRRR!

PERHAPS I'LL KEEP IT IN MEMORY OF YOU.

TZZZZZT

WHAT?

WE REALLY HAVE TO STOP MEETING LIKE THIS.

YOU AGAIN!

PORTAL CHARGED AND READY, DOCTOR.

TAKE A DEEP BREATH. THIS IS GOING TO FEEL STRANGE.

WHO THE HELL ARE--

NOOO!

TZZZZZT

EVERYTHING'S FADING! IS THIS THE GAS? AM I STILL HALLUCINATING?

I'LL TRACK YOU DOWN, SPIDER-MAN. I'LL FIND YOU ALL AND I WILL *DEVOUR* YOU!

CLAP CLAP CLAP CLAP

THE BLOOD! WHERE IS THE SPIDER-MAN'S BLOOD?!

THAT WAS THE GREATEST SHOW *EVER.*

MISS, COULD I HAVE YOUR AUTOGRAPH?

HEADACHE'S GONE. DOES THAT MEAN THE DANGER IS OVER?

WHERE AM I? WHAT HAPPENED?

YOU'RE STILL IN NEW YORK. IT'S THE FUTURE. THE YEAR 2099, TO BE PRECISE.

AS TO WHAT HAPPENED...

SHORT VERSION... THE NAZIS LOST THE WAR, TELEVISION GOT ***REALLY*** BIG, AND THEN THE HOMICIDAL MANIAC YOU JUST MET DECIDED TO TRAVEL THROUGHOUT TIME, SPACE AND THE MULTIVERSE TO WIPE OUT EVERY LAST ONE OF US.

SO I CALLED A ***MEETING.***

SUPERIOR SPIDER-MAN #33
"EDGE OF SPIDER-VERSE" / "BLACK SHEEP"

Earth-2818.
The West Side Yards, Manhattan.

NOT MUCH TO SAY, HUH, CHUCKLES? GUESS YOU'RE A TEDDY ROOSEVELT TYPE.

SPEAK SOFTLY AND CARRY A BIG *WHATEVER* THAT IS--

YOW!

SKRASSH

AGHH!

SHNNK

YA GOT ME, PARDNER...

...RIGHT IN THE SONIC CANNON.

VREET

HNH!

SUCKER.

THRMMM

A CYBORG.

HANDSOME AND SMART. RARE COMBINATION.

IF YOU THINK YOUR WEAPONS CAN LAY ME LOW--

NO, I KNOW BETTER. SOME FELLAS FROM OUT OF TOWN TOLD ME ABOUT YOU. TO STOP THE GUY IN THE DIVING MASK, I'M GONNA NEED...

Spider-Man: India
(PAVITR PRABHAKAR), EARTH-50101.

Six-Armed Spider-Man
(PETER PARKER), EARTH-92100.

Spider-Girl
(ASHLEY BARTON), EARTH-807128.

Spider-Monkey
(PETER PARKER), EARTH-8101.

Spider-Man Noir
(PETER PARKER), EARTH-90214.

ALL TOGETHER! TAKE HIM DOWN!

...A LITTLE HELP FROM MY FRIENDS.

The Superior Spider-Man
(OTTO OCTAVIUS'S MIND IN THE BODY OF PETER PARKER), EARTH-616

Assassin Spider-Man
(PETER PARKER), EARTH-8351.

GRAAAGH!

THE SPIDERS SEEK STRENGTH IN NUMBERS, EH?

NO, IN MY *GENIUS*. I'D IMAGINE YOU'RE SHOCKED THAT MY WEAPON CAN ACTUALLY HURT YOU.

FWIPP

YOU CLEARLY DRAIN THE LIFE FORCE OF BEINGS LIKE US. AND, I SUSPECT, GROW STRONGER FROM IT.

WHILE A LESSER MIND WOULD CALL THIS MAGIC, MY INTELLECT SEES THE FLOW OF ENERGY. AND THE POSSIBILITY OF REVERSING THAT FLOW, TO WEAKEN YOU.

THIS GUY'S GOT A HEALTHY OPINION OF HIMSELF.

I KNOW, RIGHT? IT'S WHY WE CALL HIM "*SUPERIOR SPIDER-MAN.*" BUT SO FAR, HE BACKS IT UP.

ENOUGH GLOATING. WE NEED TO KILL THIS MONSTER.

DID YOU SAY "KILL"?

HEY, WHOA, I DON'T KNOW HOW SPIDER-MAN DOES THINGS ON YOUR EARTH, BUT--

YOU IDIOTS, THIS GUY'S KILLED *HUNDREDS* OF US IN COUNTLESS DIMENSIONS. THERE'S ONLY ONE WAY TO--

SILENCE. I HAVE NO INTENTION OF KILLING OUR PRISONER... UNTIL *AFTER* I'VE INTERROGATED HIM.

SPEAK, OR SUFFER THE CONSEQUENCES. WHERE DO YOU COME FROM? WHAT IS YOUR MISSION? ARE THERE OTHERS LIKE YOU?

MY "MISSION"? THERE IS NO "MISSION." THIS IS WHAT MY KIND DOES. WE KILL THE SPIDERS. IT'S OUR WAY.

AS FOR OTHERS LIKE ME...PRAY YOU NEVER MEET THE REST OF MY FAMILY.

THERE ARE *MORE* OF HIM? WE BARELY STOPPED *ONE!*

WILL MY WEAPON FUNCTION AS WELL AGAINST THESE OTHERS? I WARN YOU, I WILL KNOW IF YOU LIE.

WHY WOULD I LIE? YOUR WEAPON WILL BE EVERY BIT AS EFFECTIVE AGAINST THEM. OR, RATHER...

...INEFFECTIVE.

WHAT--?

FZATT

OVERLOADED? IMPOSSIBLE!

HIT HIM! *QUICK!* WITH EVERYTHING YOU'VE GOT!

THIS IS BANANAS!

FOOLS. YOU HAVE NO ATTACK I COULD NOT WITHSTAND A THOUSAND TIMES OVER.

DON'T LET UP! HE'S STILL WEAKENED--

WEAKENED?

UHH!

WHAKOOM

RAIL ROAD CROSSING

FUEL

NO. MERELY CURIOUS ENOUGH TO HEAR YOU OUT. BUT I'VE HEARD ENOUGH.

DO YOU NOT UNDERSTAND? I WAS BORN TO HUNT YOU. *I EXIST TO SLAY YOU!*

ATTACK! HE'S WOUNDED!

ON IT.

WHY DO YOUR WEB-SHOOTERS FIRE BULLETS?

BLAM BLAM

I THINK A BETTER QUESTION IS... WHY DON'T *YOURS?*

BKRNGH

WE'LL NEVER HAVE A BETTER CHANCE!

BUHHOOOM

PATHETIC.

OH, COME ON! THIS COULDN'T POSSIBLY GET ANY WORSE--

SHNK

AGH!

SHNK

NNAHH!

WHAT--

YOU.

HONESTLY, BRIX, CAN YOU BELIEVE OUR BROTHER'S RUDE, UNPLEASANT TONE?

I KNOW. YOU'D ALMOST THINK KARN WAS *UNHAPPY* TO SEE US AFTER ALL THIS TIME.

INDULGE YOUR SADISM ELSEWHERE, CHILDREN. THIS HUNT IS *MINE!*

FOR SHAME, BROTHER.

TEK

SHKK

AHH!

THERE'S *PLENTY* OF PREY TO GO AROUND.

GGAAA!

SHRTCH

WE NEED COVER!

THE SITUATION'S BECOME UNTENABLE. THE WEAPON IS A FAILURE, SOMEHOW. I'M CALLING A RETREAT.

THIS'LL ONLY BUY SECONDS. NOT ENOUGH TO GET AWAY.

TRUE. WE CAN'T STOP THEM. BUT I HAVE AN IDEA...

BOOM!

HAVE A CARE, BRAT! YOU ALMOST STRUCK ME!

YOU WATCH IT!

THIS IS LIKE OLD TIMES. THE TWO OF YOU BICKERING LIKE MAGPIES...

...WHILE I RUN UP THE KILL SCORE!

MORE LIKE...

...RUN YOUR MOUTH!

AGH!

BORA, YOU IDIOT!

I-- I DIDN'T MEAN--

I'LL BROOK *NO MORE* HUMILIATION FROM YOU!

GFF!

LEAVE MY SISTER ALONE!

YOU BROUGHT THIS ON YOURSELVES WHEN YOU CAME HERE TO SHAME ME!

WE CAME AFTER A TREASURE TROVE OF SPIDER-TOTEMS. YOUR SHAME IS YOUR *OWN* DOING, OUTCAST!

ROXXON

GRRAAA!

THAT ESCALATED QUICKLY.

AS I PLANNED. ANNA MARIA, ACTIVATE RETURN PORTAL.

YES, DOCTOR.

VVVM

W-WAIT... THEY'LL WRECK MY CITY!

NO. THEIR ONLY INTEREST IS SPIDERS. ONCE WE'RE GONE, THEY'LL LEAVE... YOUR WORLD WILL BE SAFE.

I CANNOT SAY THE SAME FOR US.

Downtown.
WHAT'S LEFT OF OLD NEW YORK

SO THIS IS THE FUTURE, HUH? THE YEAR 2099?

THAT EXPLAINS HOW YOU SLAPPED TOGETHER AN UPGRADED ARM LIKE YOU WERE CHANGING OIL ON A CHEVY.

NO, MY INTELLECT EXPLAINS THAT. I AM NOT OF THIS TIME, EITHER. REGRETTABLY, I NOW SEE THAT NO ERA'S TECHNOLOGY CAN DRAIN OUR FOES' POWER TO ANY NOTICEABLE EFFECT.

BUT THE MISSION MAY NOT BE A TOTAL LOSS. IT'S NOW CLEAR THAT "KARN" AND HIS ILK CAN SENSE US. MY INVENTION IS USELESS AS A WEAPON, BUT WITH ADJUSTMENT, I MAY BE ABLE TO SHIELD US FROM THEIR DETECTION.

BIG DEAL. DID YOU MISS THE HEADLINE? THE EIGHT HUNDRED POUND GORILLA'S GOT FRIENDS!

HOW MANY MORE ARE THERE? DO THEY HAVE THE MEANS TO FIND US? WHAT SHOULD WE DO?

YOU SHOULD SHUT UP AND LET ME THINK!

IF THEY FIND US, CALL. OTHERWISE, DO NOT DISTURB ME.

TRY TO MANAGE YOURSELVES FOR A WHILE.

ARE YOU ALL RIGHT, DOCTOR? YOUR PULSE RATE AND BLOOD PRESSURE ARE ELEVATED. CAN I DO ANYTHING TO HELP?

NO, ANNA. I JUST NEEDED A MOMENT.

THOSE IDIOTS ARE MOSTLY VARIATIONS ON PARKER. THEY MIGHT AS WELL *ALL* BE APES.

AREN'T THERE ANY OTHERS LIKE YOU?

NO. I AM... A SPECIAL CASE. THAT'S THE CRUX OF THE PROBLEM.

THERE ARE OTHERS LIKE *PARKER*. AND NOW I DISCOVER THERE ARE OTHERS LIKE KARN. BUT ONLY ONE OF ME.

I COULD ADD TO MY ARMY, BUT IF THAT JUST INCREASES THE ENEMY'S ABILITY TO TRACK US, IT WOULD BE COUNTER-PRODUCTIVE.

YET WITHOUT THE OTHERS, IF *KARN* OR ONE OF THOSE TWINS FINDS ME, I AM OUTMATCHED IN A STRAIGHTFORWARD FIGHT.

THIS IS A FAR LARGER PROBLEM THAN I ANTICIPATED.

I MUST ACCEPT THAT I WILL NOT BE RETURNING TO MY OWN TIME UNTIL THE BATTLE IS WON.

NOT SEEING MY *REAL* ANNA MARIA UNTIL THEN.

MUST YOU STAY? ALONE, YOU'RE HARDER FOR THEM TO FIND.

COULDN'T YOU GO HOME, AND WORK ON THE PROBLEM THERE, WHILE THE OTHERS FIGHT THE FRONT-LINE BATTLE?

NO. SHOULD KARN OR HIS FAMILY TRACK ME, ANNA MARIA COULD BE CAUGHT IN THE CROSSFIRE. AND HER SAFETY IS ALL THAT MATTERS.

I'LL WIN THIS. I *WILL* RETURN TO YOU-- TO *HER*. THERE IS NO OTHER ACCEPTABLE OUTCOME.

THANK YOU, ANNA MARIA. YOU HAVE BEEN A GREAT HELP.

THERE... IS ONE MORE THING YOU CAN DO FOR ME.

WHATEVER YOU NEED.

WHEN WE ARE ALONE... AND *ONLY* THEN...

...CALL ME "OTTO."

I HAVE NEVER HEARD HER SPEAK THAT NAME. IT WOULD BE... MOTIVATING.

MY PLEASURE, DOCTOR.

OF COURSE...

...OTTO.

ATTENTION! TODAY MAY NOT HAVE BEEN THE VICTORY WE HOPED FOR, BUT NEITHER WAS IT A DEFEAT.

WE KNOW MORE ABOUT OUR FOE THAN WE DID YESTERDAY, AND WE WILL KNOW STILL MORE TOMORROW.

YOU--CYBORG. YOUR NEW ARM WILL ALLOW YOU TO INTERFACE WITH THIS ERA'S DATABASES, UNDETECTED.

SCOUR HISTORICAL RECORDS FOR ANY MENTION OF "KARN," "BRIX," OR "BORA," OR BEINGS FITTING THEIR DESCRIPTION.

PRABHAKAR AND TURTLENECK, THERE ARE DIMENSIONAL SCANNERS ON LEVEL D. THESE CREATURES HAVE A HOME. FIND IT.

APE AND POLYMELIAN, YOU'LL DO THE SAME WITH THE TIMESTREAM. THE MONITOR IS ON LEVEL A.

MY HOLO-ASSISTANT WILL WALK YOU THROUGH THE MACHINES' USE.

THE REST OF YOU, REMAIN HERE. YOU'LL ASSIST ME AS I ATTEMPT TO SOLVE THE IMMEDIATE PROBLEMS.

WHO DIED AND MADE HIM BOSS?

SERIOUSLY! ALWAYS RUBBING IT IN THAT I DIDN'T KNOW THE WORD FOR "HAVING EXTRA LIMBS"... I HAVE A *LIFE*, OKAY?

I WANTED TO SPEAK TO THE TWO OF YOU PRIVATELY.

I FEEL WE SHARE A CERTAIN... *PERSPECTIVE*... THAT ELUDES OUR ALLIES.

DON'T DANCE AROUND IT. WE'RE *KILLERS*.

I WASN'T DISSEMBLING. IT'S MORE THAN THAT. THE OTHERS MAY HAVE KILLED, IN DIRE CIRCUMSTANCES. I DON'T KNOW.

BUT IT'S CLEAR TO ME THAT WE THREE HAVE SEEN THINGS THEY HAVE NOT. BRUTALITY. DEVASTATION. DARKNESS.

THE OTHERS THINK THEY HAVE SEEN THE WORST LIFE HAS TO OFFER, BECAUSE THEY'VE LOST A LOVED ONE OR TWO.

BUT WE... WE HAVE SEEN THE FACE OF *TRUE EVIL*. AND WE UNDERSTAND WHAT IS REQUIRED TO STOP IT.

THESE BEINGS WE FIGHT BELONG TO THE SAME FAMILY. TO END THEIR THREAT...WE MAY HAVE TO COMMIT GENOCIDE.

AND WE MAY FIND OUR ALLIES STANDING IN OUR WAY.

IF WE'RE GOING TO SURVIVE THIS, WE'LL DO WHATEVER WE HAVE TO.

WHETHER THE OTHERS LIKE IT OR NOT.

Continued in SPIDER-VERSE!

Earth-1771.

YOU'RE QUITE AN APPETIZING MORSEL, AREN'T YOU?

ARROGANT FOOL. I KNOW WHO YOU ARE, KARN OF THE INHERITORS. WHISPERS OF YOUR CLAN REVERBERATE THROUGH THE STRANDS OF THE *GREAT WEB*.

BUT YOU DO NOT FACE A *MORTAL* Ttotem TODAY...SOME MERE HUMAN AVATAR OF THE SPIDER ESSENCE.

BLACK SHEEP

YOU FACE *AI APAEC*. YOU FACE A *GOD!*

GRAAHH!

AND NOW, WITH MY *SOUL-VENOM* SPREADING THROUGH YOUR BODY...YOU FACE YOUR *END*.

MY FAMILY...HAS BATTLED GODS BEFORE.

THEY ARE GONE. WE REMAIN.

BUT THAT'S NOT ENTIRELY TRUE, IS IT?

"FAMILY." SAYING THE WORD BURNS.

AND EVERY BURN BRINGS ME BACK...

Centuries Ago. Universe 000.

MOTHER! I BEG YOU A FINAL TIME, LET ME BE THE FIRST TO ATTACK. I'M ELDEST! IT IS MY RIGHT!

NO, DAEMOS... YOUR FATHER TRUSTED ME TO LEAD.

PLAY YOUR ASSIGNED PART, AND KARN WILL PERFORM HIS. ISN'T THAT RIGHT, MY BOY?

OF COURSE, MOTHER.

THE MASTER WEAVER IS...FOCUSED ON THE WEB OF LIFE AND DESTINY. AND NOT US. WE JUST HAVE ONE OPPORTUNITY. ONLY KARN CAN--

ENOUGH! ALWAYS YOU FAVOR KARN. TODAY I PROVE IT MISPLACED!

SNAP

WHAT--? MY WAR-HAMMER--

IT IS UNRAVELED. HE WEAVES THE WEB OF FATE AND DESTINY, YOU FOOLISH BOY. YOU CAN'T JUST ATTACK HIM LIKE PREY IN A HUNT.

MORLUN! VERNA! CLEAR A PATH FOR YOUR BROTHER!

HMPH. WE COULD GET THROUGH JUST AS WELL.

GET THROUGH? PERHAPS.

AS WELL? NEVER.

BOASTFUL PUP. I HAVE THE HIGH GROUND HERE.

SNAP

HA! AND IT UNRAVELS UNDER YOUR FEET, BROTHER.

NOOOO!

SNAP

HAVE A CARE, SISTER.

THE WEAVER WILL UNMAKE HIS HOME TO STOP US.

AAAGGHH!

BUT HE WON'T STOP ME!

TRUE, CHOSEN ONE.

BUT I HAVE NOTHING TO FEAR FROM YOU.

THE ONE WHO IS NOT LIKE HIS SIBLINGS. THE ONE WHO TAKES NO PLEASURE IN DEATH.

QUICKLY, KARN! *STRIKE!*

AND I WANTED TO. I WANTED NOTHING MORE THAN TO PLEASE MY MOTHER...TO PROVE MY WORTH. BUT TO BE SO CLOSE TO THE MASTER WEAVER...

THE ONE WHO WOULD WISH TO BUILD, NOT DESTROY.

HE SPOKE THE TRUTH...A TRUTH I'D HERETOFORE DEEPLY BURIED. AND SO I...

I HESITATED. ONLY FOR A MOMENT...

I AM DISAPPOINTED WITH YOU, MY BOY. NOW IT MUST FALL TO--

SNAP

--ME AAAAA

...A MOMENT THAT WILL HAUNT ME FOR ALL ETERNITY.

NOOOO!

I HAD ALWAYS KNOWN I WAS DIFFERENT FROM MY SIBLINGS. THEY *ENJOYED* THE HUNT. DELIGHTED IN CHASING, TORMENTING AND ULTIMATELY KILLING THE TOTEMS WE FEED UPON.

I DID NOT. IT WAS A REQUIREMENT FOR SURVIVAL, AND EXPECTED OF ME BY MY FAMILY.

AND NOW...THAT HESITATION HAD BROUGHT DEATH TO MY BELOVED MOTHER. THE ONLY BEING IN THE MULTIVERSE WHO HAD EVER SHOWN ME LOVE.

SUBSEQUENT EVENTS...ARE A BLUR. I RECALL ONLY BITS AND PIECES.

MY FATHER ARRIVED AND SUBDUED THE MASTER WEAVER WITH MY SIBLINGS.

IN MY MOTHER'S DEATH, HE SAW THE POWER THAT THE WEAVER COMMANDED, AND KNEW WHAT IT COULD MEAN TO US.

WITH THE HELP OF SHACKLES DESIGNED BY MY BROTHER JENNIX, THEY TOOK HIM CAPTIVE.

THEY HARNESSED HIS POWER, AND IT ALLOWED US TO EXPAND OUR TOTEM HUNT THROUGHOUT THE MULTIVERSE.

UNABLE TO LOOK UPON ME ANY LONGER, EVEN FROM A DISTANCE IN THE STRANDS OF THE WEB OF LIFE, MY FAMILY HID MY FACE FROM VIEW BENEATH THIS MASK.

THE OUTWARD SYMBOL OF MY SHAME. LINKED TO THE WEAVER'S WEB, IT WOULD SEND ME TO A NEW DIMENSION... A NEW *HUNT*.

CONDEMNED TO TRAVEL THE ENDLESS DIMENSIONS FOREVER. HUNTING. PROVING MYSELF. WITH THE HOPE THAT, ONE DAY, I WOULD EARN BACK MY PLACE AMONG MY FAMILY.

FOR CENTURIES, I HAVE TRIED. I *MUST* BE CLOSE TO REDEMPTION.

PERHAPS IT WILL BE TODAY.

WH- WHAT--MY ESSENCE--

IS FLOWING INTO ME. YOU MAY THINK YOURSELF A GOD, BUT THAT DOES NOT SPARE YOU BEING FED UPON. IT ONLY MAKES YOU A MORE FILLING MEAL.

IMPOSSIBLE... I AM A GOD... IMMORTAL...

IT IS PAINFUL, IS IT NOT, WHEN EVERYTHING BY WHICH YOU DEFINE YOURSELF IS TAKEN FROM YOU?

YOU ARE FORTUNATE. YOUR PAIN IS AT AN END.

MINE CONTINUES.

ALL I HAVE... ALL I CLING TO...IS THE BRIEF MOMENT OF HOPE, AS EACH NEW PORTAL OPENS...

...THAT *THIS* IS THE ONE THAT WILL TAKE ME HOME.

AMAZING SPIDER-MAN #7
"MS. MARVEL TEAM-UP" / "WEB OF FEAR"

Years ago, high school student PETER PARKER was bitten by a radioactive spider and gained the speed, agility, and proportional strength of a spider as well as the ability to stick to walls and a spider-sense that warned him of imminent danger. After learning that with great power there must also come great responsibility, he became the crime-fighting super hero...

the AMAZING SPIDER-MAN

After swapping his mind into Peter's body, one of Spider-Man's greatest enemies, DOCTOR OCTOPUS, set out to prove himself the SUPERIOR SPIDER-MAN. He also completed Peter's PhD, fell in love with a woman named Anna Maria Marconi, and started his own company, "Parker Industries." But in the end Doc Ock realized that in order to be a true hero, he had to sacrifice himself and give control of Peter's body back to Peter.

Peter recently found out that someone else, Cindy Moon A.K.A. SILK, was bitten by his radioactive spider giving her similar powers to Peter. And that's not the only thing they have in common.

GREAT. NOT ONLY HAVEN'T I FOUND MY FAMILY, NOW I CAN'T FIND NETSCAPE!

PETE, COULD YOU GIVE ME A HAND?

UH, SURE.

UH-OH.

TRIBECA.

THE APARTMENT OF PETER PARKER, ANNA MARIA MARCONI... AND, APPARENTLY, CINDY MOON.

9:23 A.M.

HERE, CINDY. FACEBOOK BARELY EXISTED LAST TIME YOU WERE ONLINE, BUT IT'S THE MOST POPULAR WAY TO...STAY...

...CLOSE...

PHEROMONE ALERT!

COOL OFF, YOU TWO!

SQUIRT

9:46.

BEHAVE!

9:58.

DOWN!

10:06.

THAT'S ENOUGH, ANNA!

GIVE ME THAT BOTTLE!

NOPE. SORRY. ACT LIKE DOGS IN HEAT AND I'LL TREAT YOU AS SUCH.

YOU'RE RIGHT.

FOR HALF MY LIFE, I DIDN'T HAVE A CHOICE ABOUT WHAT TO DO.

SWIPP

SWIPP

THAT'S *OVER*. I APPRECIATE YOU LETTING ME STAY HERE, PETER, BUT I NEED TO FIND SOMETHING ELSE.

BUT YOU WERE IN THAT BUNKER FOR *YEARS*. YOU DON'T KNOW *ANYONE* IN THE CITY--

I'M STARTING TO. A LOT OF THE OTHER *FACT CHANNEL* INTERNS HAVE LEADS ON PLACES TO STAY. AND I DON'T TURN INTO *PEPE LE PEW* AROUND THEM. I'LL BE FINE.

SHOULD I... GO AFTER HER?

THAT'S THE *LAST* THING SHE NEEDS. ANYWAY, *WE* NEED TO TALK... ABOUT WHY YOU'VE GOT TO EASE UP ON BEING *SPIDER-MAN* SO MUCH.

AND THE DIFFERENCE BETWEEN "*GREAT RESPONSIBILITY*" AND "*ALL THE RESPONSIBILITY.*"

ST. LUKE'S ROOSEVELT HOSPITAL.

TARGET SECURED! LOAD IT UP! *MOVE!*

TEAM TWO, COVER 'EM!

DRMNRV99

DOIN' OUR BEST, BUT THE COPS DON'T SEEM TO LIKE US KIDNAPPING PATIENTS! HEADS UP, THEY'RE GONNA--

PING

--SHOOT?

IGNORE THEM. I'LL CLEAR THE WAY.

YOU HAVE *GOT* TO BE KIDDING. COMMITTING A CRIME IN THE ORIGINAL *MS. MARVEL* COSTUME? THAT'S LIKE BURNING THE FLAG!

NOT ON *OUR* WATCH!

CAROL CORPS

COLES ACADEMIC HIGH SCHOOL, JERSEY CITY.

DON'T GET ME WRONG, KAMALA. I AM *TOTALLY* ON BOARD WITH YOU BEING A SUPER HERO. IT'S *AWESOME*. WHICH IS WHY I DON'T WANT YOU TO *BLOW IT*.

BUT IF YOU KEEP SLACKING OFF REAL LIFE, I FORESEE A VICIOUS CYCLE OF DROPPING GRADES, FREAKING PARENTS, GROUNDINGS...

I'M *ALREADY* GROUNDED, BRUNO. AND I'M NOT SLACKING, I'M *EXHAUSTED*...

PING

OH. OH NO SHE *DIDN'T*.

WHERE ARE YOU GOING? WE HAVE BIO! YOU CAN'T MISS--

I HAVE TO. THAT WAS THE PRINCESS SPARKLEFISTS MESSAGE BOARD.

SOMEONE'S ATTACKING COPS DRESSED IN *CAROL DANVERS'* OLD OUTFIT.

AND WE *MS. MARVELS* HAVE TO LOOK OUT FOR EACH OTHER!

FINE. I'LL TELL 'EM YOU HURLED. JUST BE CAREFUL, OKAY?

HHH. THAT GIRL DOESN'T LISTEN TO A WORD I SAY...

I'M NOT SAYING "DON'T BE SPIDER-MAN." I'M SAYING YOU'RE *ALSO* HEAD OF YOUR OWN COMPANY NOW. PEOPLE'S JOBS DEPEND ON YOU.

I KNOW, BUT WHEN SOMEONE'S IN TROUBLE I CAN'T JUST BLOW IT OFF.

NO, BUT YOU CAN BE ***SMARTER*** ABOUT IT. WHEN ***MY*** PE--WHEN ***OTTO*** WAS SPIDER-MAN, HE LET THE AUTHORITIES HANDLE THE SMALL STUFF.

ONE: OTTO WAS A JERK. TWO: THERE *IS* NO "*SMALL STUFF.*" TURN IT ON.

LADDER 5, 10-84, WE ARE ON SCENE OF AN APARTMENT FIRE--

--10-30, ROBBERY IN PROGRESS AT CORNER OF---

--ALARM AT JACOBSON JEWELERS, ANY AVAILABLE UNIT--

OH MY GOD! I HAVE TO--

HOLD ON.

FALSE ALARM, REPEAT, CANCEL JEWELRY STORE ALARM--

--WE HAVE THE SUSPECTED ROBBER IN CUSTODY--

LADDER 5. 10-18. FIRE IS UNDER CONTROL, NO BACKUP REQUIRED.

I--THEY--

HANDLED IT. WITHOUT YOU. IT CAN HAPPEN.

OTTO MIGHT'VE BEEN A JERK, BUT HE WAS ALSO A GENIUS. A LOT OF HIS METHODS ***WORKED.***

ASK ME, IF YOU DON'T USE 'EM OUT OF ***EGO***, HE'S NOT THE ***ONLY*** JERK TO WEAR THE WEBS.

SURE, HIS METHODS WORKED... UNTIL THEY *DIDN'T*, AND THE *GREEN GOBLIN* ALMOST TOOK OVER THE CITY.

BUT I CAN'T BE EVERYWHERE AT ONCE. THIS *COULD* HELP ME PRIORITIZE...

AND FULFILL YOUR *OTHER* RESPONSIBILITIES. TO YOUR EMPLOYEES, SHAREHOLDERS, YOUR PARTNER SAJANI...

--OFFICERS NEED ASSISTANCE WITH SUPERHUMAN FEMALE PERP, KIDNAPPING IN PROGRESS AT ROOSEVELT ST. LUKE'S--

WELL, *THAT* BACKFIRED SPECTACULARLY.

ANNA MARIA HAS A POINT. MORE POINTS THAN I WANT TO THINK ABOUT.

LUCKILY, I DON'T *HAVE* TO AT THE MOMENT. JUDGING FROM THOSE SIRENS UP AHEAD, I'M ALMOST--

WHOA. I'VE SEEN SOME STRANGE THINGS COME OUT OF JERSEY, BUT *THAT* TAKES THE CAKE...

FASTER! YOU'RE CLEAR ON ALL SIDES!

NOTHING STANDS IN OUR--

STOMP

THOSE ARE *BIG SHOES* YOU'RE TRYING TO FILL, LADY.

LET ME SHOW YOU HOW IT'S *DONE.*

AND YOU--

SLAMM

DRMNRV 99

OH, NO! STILL GETTING USED TO MY STRENGTH AT THIS SIZE...

SKREEEE

iPASS

THE ALERT SAID THEY'D KIDNAPPED SOMEONE... PLEASE LET THEM BE--

A COCOON? AND IT LOOKS FAMILIAR.

LIKE THE ONE I CAME OUT OF WHEN I GOT MY POWERS...

HELLO? CAN YOU HEAR ME IN THERE?

I--I DON'T KNOW IF IT'S SAFE TO *MOVE* YOU--

DON'T HURT YOUR PRIMITIVE HUMAN BRAIN.

LET *ME*.

WHRAMM

GUHH--

GOTCHA! YOU OKAY, KID?

UH--UH--

OH! MY! *GOSH!* YOU'RE *SPIDER-MAN!* I'M IN A *SPIDER-MAN TEAM-UP!*

OY. LOOK, I PUT MY SUIT ON ONE WEB AT A TIME--

DID YOU REALLY DATE *CAROL DANVERS?!*

I *TOTALLY* SHIP SPIDER-MARVEL! I MEAN, WONDER MAN'S CUTE, BUT--

YOU HAVE TO TELL ME *EVERYTHING!* IS SHE ALWAYS SO COOL? DOES SHE DO HER OWN HAIR? WHAT MUSIC DOES SHE LIKE?

MAN, THAT WOMAN HAS SOME *DIE-HARD* FANS.

YES, THERE WAS A DATE. LET'S LEAVE IT THERE, OKAY?

THAT'S WHAT *SHE* DID...

ANYWAY, FOLLOW MY LEAD. THIS SORT OF SUPER-SMASH-UP IS MY SPECIALTY.

GET UP, YOU FOOLS! CHECK THE SPECIMEN! IF YOU'VE DAMAGED IT, I'LL--

N-NO, DR. MINERVA...

...SONIC SCAN SHOWS THE SUBJECT IS UNINJURED. AND STILL UNDERGOING *TERRIGENESIS.*

DID I SEE *SPIDER-MAN?*

RELAX. WORST HE'LL DO IS WEB YOU UP. WHAT'S THE MATTER, YOU GOT ARACHNOPHOBIA OR SOMETHING?

NO.

WE HAVE... *HISTORY.*

YOUR SOLE CONCERN IS THE COCOON. GET IT TO THE RENDEZVOUS POINT.

I WILL CRUSH THE INTERLOPERS MYSELF.

PARK-INGA-JOH 24

BIG TALK, LADY. I'VE READ YOUR AVENGERS FILE. YOU'VE ONLY GOT THE *EARLY* VERSION OF MS. MARVEL'S POWERS.

AND *NONE* OF HER *CLASS!*

IT'S TRUE. WE *KREE* HAVE REACHED A DEVELOPMENTAL DEAD END.

A PROBLEM I WILL *SOLVE*, USING THESE NEWLY TRANSFORMED EARTHLINGS' STILL-MALLEABLE *GENES*...

...GRAFTED ONTO A NEW RACE OF *KREE SUPER-SOLDIERS!*

TH-THAT'S *SICK*. THOSE PEOPLE ARE SCARED AND HURT AND--

--AND I'LL *NEVER* LET YOU DO THOSE EXPERIMENTS!

STUPID CHILD! I BEGAN *LONG AGO!*

BEHOLD THE FRUITS OF MY SUCCESS!

UH...YOU DON'T SCARE US! WE CAN STILL TAKE YOU!

RIGHT, SPIDEY?

HRRRDDRRR!

THIS IS YOUR SPECIALTY, RIGHT...?

WHAT, IN OVER MY HEAD AND TOTALLY OUTCLASSED?

YEAH. IT KIND OF IS...

MARVEL TEAM-UP

OTHERWORLD.

THE OMNIVERSAL HUB OF ALL CROSS-TIME.

MY NAME IS BILLY BRADDOCK, THE NEW CAPTAIN BRITAIN CORP RECRUIT FROM EARTH-833.

AND I HAVE TO TELL YOU, IT TOOK SOME DOING TO BOOK A ROOM IN THE THE WATCHTOWER SCRYING ROOM.

BUT ALL MY SENSES WERE TINGLING. SOMETHING WAS...*OFF* IN THE OMNIVERSE. I COULD FEEL IT.

SCANNER? CHECK EARTHS-1983 THROUGH 1985.

DO YOU DETECT ANY DIMENSIONAL INTRUSIONS?

YES, LUV. IN EARTH-1983. NEW YORK CITY.

ON THE SCREEN, PLEASE.

MORLUN. YOU--YOU MONSTER! WHAT HAVE YOU DONE?

C-CAN'T EVEN DESCRIBE--

YOU CAN'T, *CAN* YOU, PARKER?

THIS WORLD OF YOURS, I CAN SENSE IT. IT'S KINDER. GENTLER THAN MOST.

YOU HONESTLY HAVE *NO* VOCABULARY FOR WHAT I'VE DONE TO YOUR FRIENDS.

OR EVEN FOR WHAT I'M DOING TO *YOU* NOW. SUCH A PITY.

BUT THAT *NAIVETÉ* WON'T SAVE YOU.

NO! I--

EDGE OF SPIDER-VERSE:

WEB OF FEAR

HMM. NEVER TASTED A LIFE FORCE AS SWEET BEFORE.

LIKE A CHILD'S CONFECTION.

RRRFF!

LEAVES ONE HUNGRY FOR MORE.

GRR! RUFFF!

AWAY, WEAVER. FIND ME A NEW MORSEL.

ONE THAT'S A LITTLE MORE FILLING THIS TIME.

AWROOOOO

THAT WAS *HORRIFYING*. SCANNER, RUN A TRACE ON THAT MORLUN FELLA'S DIMENSIONAL PORTAL.

TRACE COMPLETED, BILLY.

PERFORM A CROSS-TIME SCAN. ANY SIMILAR READINGS?

AFFIRMATIVE, DEAR. ON EARTH-999.

GIVE US A LOOK, THEN.

THIS HUNT HAS ENDED, DEAR BROTHER...

...AND THE KILL GOES TO ME.

KILL?! THIS ONE SHOULDN'T COUNT AT ALL, BORA!

JUST LOOK AT THE *SIZE* OF THE DAMN THING!

NONSENSE. A TOTEM IS A TOTEM IS A TOTEM.

AND THIS ONE PUTS ME IN THE LEAD, BRIX!

MRRWR...

I'M WINNING.

YOU ARE *NOT*--

PURR PURR! AW, POOR BRIX IS ALL POUTY 'CAUSE HE DIDN'T CATCH ME. SO SAD.

I HATE YOU *SO* MUCH! JUST EAT THE VILE THING AND BE DONE WITH IT.

HOPE YOU CHOKE ON IT.

SADISTIC MONSTERS. I-I CAN'T--

CHANGE THE CHANNEL, WOULD YOU? ANYTHING ELSE, SCANNER?

SAME SEARCH PARAMETERS?

YES, PLEASE.

FOUND ONE. EARTH-7831. UPLOADING NOW.

DEAR LORD!

DIDN'T THINK IT WAS EVEN POSSIBLE...

"...BUT THAT'S A THOUSAND TIMES WORSE! THE DEATH! THE DESTRUCTION! IT'S INHUMAN!"

HA HA HA!

OH, WHAT A WORLD THIS IS! LOOK AT ALL OF YOU PRETTY LITTLE THINGS!

YOU ALL LOOK GOOD ENOUGH TO *EAT!*

ARHHH!

BROTHER DAEMOS, I HAVE BEEN SENT FOR YOU.

FATHER SAYS YOU SHOULD COME HOME.

JENNIX. ASTOUNDING.

SOMEONE FINALLY GOT YOU AWAY FROM YOUR MUSTY OLD BOOKS AND BELL JARS.

I KNOW. ALMOST AS UNBELIEVABLE AS *YOU* STEPPING AWAY FROM A *FEEDING TROUGH.*

HONESTLY, YOU DEVOURED THIS WORLD'S SPIDER-TOTEM AGES AGO. A NEW HUNT AWAITS.

LATER! LOOK AROUND YOU! THIS WORLD'S *RICH* WITH ANIMAL TOTEMS!

EACH ONE MORE DELECTABLE THAN THE LAST! I COULD FEAST HERE FOR *DAYS!*

AND YET YOU *KNOW* FATHER'S PARAMETERS. WE HUNT THE *SPIDERS* AND NOTHING ELSE.

JUST *ONE* MORE! TWO! MAKE IT TWO! NO! *THREE!*

EVER THE GLUTTON, BROTHER...

DING

MY QUANTUM-SCOPE? INTERESTING.

WE'RE BEING *OBSERVED.* AND BY A SPIDER, NO LESS.

DOES HE LOOK TASTY?

HE LOOKS BRITISH. PROBABLY TASTES BLAND. STILL, THAT WON'T STOP US FROM EATING YOU, BOY--

SCANNER, CUT THE FEED! *NOW!*

TTTTSSSS

I'VE SEEN ENOUGH.

ALL THE SPIDERS OF CROSS-TIME ARE BEING SLAUGHTERED.

I MUST IMPART WHAT I HAVE SEEN TO MY FELLOW MEMBERS...

...OF THE CAPTAIN BRITAIN CORPS!

THE SITUATION GROWS WORSE, MY MAJESTRIX.

REPORTS OF "*INCURSIONS*" ARE COMING IN FROM EVERY CORNER OF THE OMNIVERSE.

DIMENSION AFTER DIMENSION IS DYING, LADY ROMA.

AND ALL UNDER *MY WATCH!* I SHALL BROOK NO MORE OF THIS!

MAJESTRIX SATURNYNE!

CHECK OUT RECENT ISSUES OF NEW AVENGERS -NICK

WHAT NEWS, CORPSMAN?

IT'S CAPTAIN LIONHEART OF EARTH-5682. SHE BARELY MADE IT OUT OF HER WORLD--

AND TWO NEIGHBORING DIMENSIONS-- AS ALL *THREE* COLLAPSED, MUM.

WHOLE REALITIES CRUMBLING TO DUST. TO *LESS* THAN DUST.

TO NOTHING.

AND I AM POWERLESS TO PREVENT IT.

I AM SORRY, BUT WE WILL FIND A WAY. WE *MUST.*

MAJESTRIX, I NEED TO SPEAK WITH YOU.

I'M NEW TO THE CORPS, MUM. *SPIDER-UK*, FROM EARTH-833.

CORPSMAN? I AM UNFAMILIAR WITH YOU.

I HAVE TO REPORT AN *ADDITIONAL* CROSS-TIME THREAT. ACROSS THE OMNIVERSE, IN EACH AND EVERY REALITY...

...THE SPIDERS ARE DYING.

SPIDERS?

SPIDER-MEN. AND WOMEN. LIKE MYSELF, LADY ROMA.

OF ALL THE TRIVIAL--

I HAVE *UNIVERSES* BURNING AROUND ME! AND YOU WOULD *WASTE* MY TIME ON *INSECT-MEN!*

GET HIM AWAY FROM US! *NOW!*

YOU MUST FORGIVE OUR MAJESTRIX. BUT I *DO* SYMPATHIZE WITH YOUR SITUATION, CADET.

THANK YOU, MUM.

IT COULD BE THAT OUR PROBLEMS ARE ONE AND THE SAME.

HERE!

WHAT'S THIS?

A MEANS OF TRAVEL.

THERE IS A GREAT WEB OF LIFE AND DESTINY. IT REACHES OUT INTO EVERY CORNER OF CREATION...

...AND *ONLY* THE SPIDERS CAN SENSE IT.

AND NOW, WITH THIS TALISMAN, YOU CAN *TRAVEL* ALONG ITS MANY THREADS.

IF THE SPIDERS ARE BEING DESTROYED, IT MIGHT BE FOR A TRULY SINISTER PURPOSE.

THEREFORE, SPIDER-UK, I CHARGE YOU WITH THIS MISSION:

FIND THEM. KEEP THEM SAFE. AND PUT AN END TO THIS SLAUGHTER.

I SWEAR, MY LADY, *IT WILL BE DONE!*

AMAZING SPIDER-MAN #8
"MS. ADVENTURES IN BABYSITTING" / "MY BROTHER'S KEEPER"

DIE!

GOTTA TELL YA, DR. MINERVA, IF YOU MARKET YOUR "*GENETIC IMPROVEMENTS*," YOU'RE GONNA NEED A *LOT* OF DISCLAIMERS.

"*SIDE EFFECTS INCLUDE: MONSTERIZATION. ITCHY, BURNING EYES. AND--UGH--HALITOSIS!*"

OH... WOW...

ADVENTURES IN BABYSITTING

HEY, *MS. MARVEL*, WATCH THE WINGS! THEY'RE SHARPER THAN THEY--

KID'S FROZEN. PROBABLY NEVER FACED ANYTHING LIKE THIS BEFORE.

GOTTA SNAP HER OUT OF IT. BUT HOW--AH. GOT IT.

HEY! YOU KNOW MY "*SLINGSHOT*" MANEUVER?

THE ONE I'VE DONE WITH CAPTAIN MARVEL A FEW TIMES.

F-FUH--

FOUR TIMES! ALL HER FANS LOVE IT!

YOU DID IT AGAINST THE *SPIDER-SLAYER'S* INSECT ARMY, AND WHEN YOU FOUGHT *TERMINUS*...THAT WAS *SO* COOL! I MADE IT MY WALLPAPER!

THWIP

GREAT! 'CAUSE WE'RE DOING IT NOW!

WITH *ME?* I-- I--

I'M *DOING* IT!

I'M TOTALLY DOING THE CAPTAIN MARVEL SLINGSHOT MANEUVER!

WHABAMMM

THIS IS THE *BEST DAY EVER!*

AWESOME! WHAT'S NEXT, SPIDEY? *OOH!* LET'S FASTBALL SPECIAL!

EASY THERE, SLUGGER. WE'RE NOT GOING FOR THE KNOCKOUT, WE'RE GOING FOR THE *WIN.*

MINERVA WANTS THAT COCOON. WE GET IT, GAME OVER! SO LET'S GO!

THIS IS NO GOOD. DR. MINERVA'S *NOT* A SPIDER-MAN VILLAIN.

EVERYONE KNOWS I DON'T *DO* SPIDER-MAN JOBS!

WE AIN'T GOT MUCH CHOICE, PAL, SO--

BASH

--UHH!

WAIT! I THINK I CAN MODIFY THE SONIC SCANNER INTO A WEAPON.

JUST NEED A MINUTE. BEEN A WHILE...

YOINK!

NO! THEY WERE AFTER THE *COCOON!*

FIGURE THAT OUT ALL BY YOUR--

HEY, NEW KID. THERE'S A TIME TO BANTER--

--AND A TIME TO *RUN!*

GIVE IT BACK!

I--I...

BOGEY ON OUR TAIL. YOU GOT SUPER STRENGTH? CAN YOU CARRY THE COCOON WHILE I COVER YOU?

LIKE THIS, I CAN--

PROVIDE A LARGER TARGET!

WHRAK

GAHH!

SHE'S RIGHT! WE NEED SPEED, NOT SIZE! GOTTA KEEP THIS AWAY FROM HER!

DON'T KNOW WHAT SHE HAS PLANNED FOR WHOEVER--OR *WHATEVER'S* INSIDE, BUT IT CAN'T BE--

KRNK

--IT'S HATCHING!

KRIK SPROK

WOW! THIS IS CRAZY...

THE FACT CHANNEL STUDIOS.

...RENT IN THIS CITY'S GONE *NUTS!*

BUT STAYING WITH PETER IS *NOT* AN OPTION. NOT WHEN EVERY TIME WE'RE TOGETHER WE ACT LIKE TEENAGERS ON PROM NIGHT.

YOU'RE NATALIE LONG'S INTERN. CINDY MOON, RIGHT? SHE'S BEEN ASKING FOR YOU...

...AND SHE'S IN A *MOOD*. YOU BETTER GET OVER TO THE EDITING BAY. STAT.

SORRY I'M LATE, MS. LONG. EVERYTHING OKAY?

IT'S THE FIGHT BETWEEN *SILK* AND *ELECTRO*. I'D LOVE TO MAKE HER *OURS*, LIKE THE *DAILY BUGLE* DOES WITH SPIDER-MAN.

BUT SHE'S COMING OFF *TERRIBLY*.

UM, HER MOVES LOOK PRETTY SLICK...

MOVES ARE FINE. IT'S THE *OUTFIT*. LOOKS LIKE SHE JUST WEBBED IT ON. *SO* TACKY, RIGHT?

NATALIE, WE GOT TWO MASK CRIMES IN PROGRESS. SPIDER-MAN'S HANDLING ONE. THE OTHER'S IN THE DIAMOND DISTRICT.

WE'VE GOT ENOUGH SPIDEY FOOTAGE. I'LL TAKE THE OTHER ONE.

C'MON, CINDY. IF WE'RE LUCKY MAYBE ANOTHER HERO WILL...

CINDY?

"TACKY," HUH? EVERYONE'S A CRITIC. BET SPIDER-WOMAN DOESN'T HAVE TO PUT UP WITH THIS.

FINE! LET'S TAKE ANOTHER SHOT AT IT. LOOKS LIKE SILK'S ABOUT TO GET A *MAKEOVER*.

SWIPP SWIPP

"THIS MAY NOT BE PRETTY."

IT'S--

A BABY?

WAAH!

FLWOP

I KNOW, SWEETIE. YOU'RE SCARED AND COLD. BUT DON'T CRY, I'VE GOT YOU.

WAAH!

AND YOU WILL GIVE IT TO ME...OR *BOTH* DIE.

I'LL KEEP MINERVA BACK! GET HER OUT OF HERE!

GO!

YOU WANTED THE COCOON, DOC? *HERE IT IS!*

SPLNCH

WAAH!

IT'S OKAY. I'M HERE. I'M NOT LETTING GO.

I PROMISE.

CAN'T SEE...

FOLLOW HER, FOOLS! RETRIEVE THE CHILD!

OOH, COCOON JUICE IN THE EYE! I HATE WHEN THAT HAPPENS.

HERE. LET ME GET THAT FOR YOU.

BRAKK

ENOUGH!

SHNAAK

EYE BEAMS?! NO FAIR! DOES CYCLOPS KNOW YOU'RE STEALING HIS--

BRAMM

SKAMM

THAMM

UNGH!

WAAAA

YEAH, IT'S LOUD. BUT DON'T WORRY, I WON'T LET ANYTHING HURT--

KRAKATT

--YYUNGHH!

N-NO... G-GOT YOU...

BACK OFF! I'LL KICK YOU ALL THE WAY TO JERSEY BEFORE I LET YOU NEAR THIS KID!

SERIOUSLY! YOU SHOT ME WHILE I WAS CARRYING A BABY?

WHAT KIND OF MONSTERS ARE YOU PEOPLE?

YOU'RE RIGHT. WE ARE MONSTERS...

HNNGHH!

THRUMM

...AND I'M SORRY.

UM... WHAT?

I SIGNED ON TO SNATCH A COCOON. DIDN'T KNOW THERE WAS A BABY IN IT. EVEN *I'VE* GOT LIMITS.

WAAA!

I THINK YOUR HENCHMAN SUIT'S SCARING HER.

OH... SORRY.

SEE, LITTLE LADY? JUST A REGULAR DUDE. NO SCARY MONSTERS HERE...

GRRAARRR!

THAT... WAS NOT FUN.

THINK I'LL PASS ON SECONDS.

FOOL! YOU CANNOT STOP ME!

THE INHUMAN GENETIC MATERIAL I HARVESTED INCREASED MY POWER UNIMAGINABLY!

AND WHEN I'VE SHARED IT WITH THE SOLDIERS OF THE KREE EMPIRE--

YEAH, SO, THESE SOLDIERS YOU KEEP TALKING ABOUT...WHERE *ARE* THEY?

KID? WHAT ARE YOU DOING? GET OUT OF HERE!

I KNOW EVERYTHING THERE IS TO KNOW ABOUT CAPTAIN MARVEL...*AND* THE KREE. THEY'RE BLUE, MOSTLY. THERE'S A PINK MINORITY...

BUT I'M LOCAL. AND SO WERE ALL THE OTHER GUYS. THE "*KID*" HAS A POINT.

IF YOU'RE SOME ALIEN BIG SHOT, WHY HIRE *HUMANS?*

WAIT.

THE KREE HAVE *NO* IDEA YOU'RE DOING THIS. DO THEY?

UM. OF COURSE! I MERELY USED NATIVES TO BLEND WITH THE POPULACE. MY MISSION IS FULLY SANCTIONED.

OH, OKAY. THEN YOU WON'T MIND IF I DO *THIS.*

SPIDER-MAN TO AVENGERS TOWER. JARVIS? TRANSMIT THIS MESSAGE TO KREE SPACE...

"DO YOU KNOW WHAT DR. MINERVA'S DOING ON EARTH?" AAAND SEND.

YOU-- *DARE--?*

YOU'LL PAY FOR THIS. I SWEAR BY THE SUPREME INTELLIGENCE, *YOU SHALL ALL PAY!*

I CAN'T BELIEVE WE BEAT HER BY CALLING THE PRINCIPAL. DID YOU REALLY--

SHH. WAIT 'TIL SHE'S OUT OF EARSHOT...

OKAY, LET'S GET THAT BABY TO HER FOLKS...AND GO BY AVENGERS TOWER TO *REALLY* MAKE THAT CALL.

YOU DIDN'T--?

PLEASE. I'VE STILL GOT *"HOLD"* MUSIC PLAYING IN MY EAR.

NOW I'M GONNA HAVE *"SHAKE IT OFF"* STUCK IN MY HEAD ALL DAY...

GO AHEAD, CALL THE COPS! WHEN THEY GET HERE, TELL 'EM THE *RINGER'S* BACK, AND HE'S--

THE DIAMOND DISTRICT...

SWWIP

"*LAME*"? I THINK THAT'S OBVIOUS.

HEY!

H-HOW'RE YOU--? *NOBODY'S* THAT FAST!

I AM. FAST, TOUGH, AND SMOOTH...

SWIP SWAP

...AS

SILK!

YEAH, THAT'LL WORK.

HEY! SILK, OVER HERE. NATALIE LONG FROM THE FACT CHANNEL.

I *THOUGHT* THAT WAS YOU! *LOVE* THE NEW OUTFIT. WHAT INSPIRED IT?

FELT LIKE TIME FOR A CHANGE.

IN A *LOT* OF DIFFERENT WAYS.

THANK YOU. WE WERE SO WORRIED. YOU'RE A REAL HERO!

I'M TRYING.

DON'T GO ANYWHERE.

ST. LUKE'S-ROOSEVELT HOSPITAL.

THEY DON'T KNOW WHAT POWERS THE BABY HAS. I JUST HOPE WHEN THEY FIND OUT, THEY STILL--

THEY LOVE HER. DOESN'T SOLVE EVERY PROBLEM, BUT IT'S A GOOD START.

I'VE GOTTA HEAD TO AVENGERS HQ...PUT OUT AN APB ON DR. MINERVA. AND YOU--

OH! MY! GOSH! ARE YOU TAKING ME TO *AVENGERS TOWER?* THAT WOULD BE SO UNBELIEVABLY, INCREDIBLY--

NO.

IT'S A *SCHOOL DAY.* AND I'M GUESSING YOU'VE MISSED AT LEAST TWO CLASSES ALREADY.

OH. YEAH. *HEH.* UM, I ACTUALLY NEVER DITCH--

RELAX, KIDDO. YOU'LL BE FINE.

AS A SUPER HERO? OR THE WHOLE INHUMAN THING?

AS A TEENAGER. YOU REMIND ME OF A WEB-HEADED WHIPPERSNAPPER WHO ALWAYS WONDERED HOW *HE* WAS DOING.

AND HE THINKS *YOU'RE* DOING GREAT.

SEE YA, SPIDEY!

NOW WHAT TO DO ABOUT *YOU*...

LISTEN, I KNOW I MESSED UP, BUT IF MY PAROLE OFFICER HEARS I'VE BEEN HENCHING AGAIN...

I SWEAR, I'VE TRIED TO FIND A LEGIT JOB, BUT NO ONE WANTS TO HIRE A GUY WITH A RECORD GOING BACK TO JUVIE...

EVER SINCE I WEBBED YOU UP IN THE SCHOOLYARD... RIGHT, "CLASH"?

YOU-- RECOGNIZED ME?

DO YOU? SEE ASM LEARNING TO CRAWL NICK

BEARD FOOLED ME AT FIRST. BUT ONLY *CLAYTON COLE* COULD'VE WHIPPED UP A SONIC CANNON THAT FAST. YOU'RE GOOD.

SURE. MAD SCIENTIST SUPER VILLAIN AT FIFTEEN. LOOKS GREAT ON A RESUME.

IT MIGHT TO *THIS* GUY. HE BELIEVES IN SECOND CHANCES.

JUST TELL PARKER I SENT YOU.

PARKER INDUSTRIES

I CAN'T TELL YOU HOW MUCH I APPRECIATE THIS, MR. PARKER.

PETE. NICE TO HAVE YOU ON BOARD, CLAYTON.

I'VE BEEN WORKING ON CURING SUPER-CRIMINALS *AND* REFORMING THEM. TIME TO PUT MY MONEY WHERE MY MOUTH IS.

RUNNING THIS COMPANY GIVES ME GREAT POWER... AND GREAT RESPONSIBILITY. AND I KNOW BETTER THAN ANYONE, HEROES CAN COME FROM THE *UNLIKELIEST* PLACES.

Forest Hills, Queens.
EARTH-982.

LET HER GO! YOU'RE *KILLING* HER!

NO, BOY. THAT'S NOT WHAT I'M DOING. NOT *YET.*

THIS IS ME TENDERIZING THE *MEAT.*

CRUSHING MY STERNUM. CAN'T BREATHE. BLACKING OUT. OH GOD! THIS CAN'T BE HOW I--I--

I'M MAYDAY PARKER. THE SPIDER-GIRL. FOUGHT SO HARD FOR SO LONG. TRIED MY BEST TO BE A HERO.

BUT RIGHT NOW, I'D GIVE ANYTHING--EVERYTHING--*NOT TO DIE!*

EDGE OF SPIDER-VERSE: MY BROTHER'S KEEPER

I'LL STOP YOU! I'LL--

CHILD, YOU SHALL DO NO SUCH THING.

I AM *DAEMOS*, SON OF *SOLUS*. ONE OF THE *INHERITORS OF ALL CREATION*. AND YOU...

...ARE A *MOTE*. A *SPECK*. A BIT OF *DUST* IN THE WIND. *AWAY* WITH YOU.

KRAKK

WES!

MY BOYFRIEND! PLEASE LET HIM STILL BE ALIVE.

HOW IS THIS HAPPENING? HOW DID THIS MONSTER FIND ME? WAIT...WAS IT *ME*?!

DID I SOMEHOW LEAD HIM HERE?

TO MY HOME?! *MY FAMILY*?!

PETER?! YOUR LEG? ARE YOU OKAY?

WAHHH

MJ, THAT'S OUR DAUGHTER. FOR HER SAKE...

...I HAVE TO BE *BETTER* THAN OKAY!

I HAVE TO BE *AMAZING!*

FWAM

HMM. IMPRESSIVE, SPIDER.

MY DAD. TIRED, HURTING, AND ONE GOOD LEG.

AND HE CAN STILL DO THE *IMPOSSIBLE!*

BACK OFF, UGLY! MY DAUGHTER IS *NOT* ON THE MENU! *GOT THAT?!*

HA! REALLY? YOU DIDN'T THINK I CAME ALL THIS WAY...

...JUST TO EAT *ONE* OF THIS WORLD'S SPIDER-TOTEMS!

I'M HERE FOR *YOU*, YOUR *GIRL*...

...AND EVEN *THAT* WEE, TENDER MORSEL.

WAAA

I'M HERE TO DEVOUR YOU *ALL!*

AND YOU CAN FEEL IT, CAN'T YOU? THAT THERE IS *NOTHING* YOU CAN DO TO STOP ME!

MARY JANE...

PETER?

I LOVE YOU. ALWAYS HAVE. ALWAYS WILL.

NOW SAVE THE CHILDREN.

MAYDAY!

ON YOUR FEET! NOW!

GOTTA HELP DAD. AND WES...

NO. THIS IS YOUR *BROTHER*. *HE'S* YOUR RESPONSIBILITY NOW.

YOUR *GREATEST* RESPONSIBILITY.

BUT MOM...

GO! FAST AS YOU CAN. TAKE BEN AND *DON'T* LOOK BACK!

HANG IN THERE, TIGER. I'M COMING.

WHY ISN'T SHE COMING WITH US? WHY ISN'T SHE FOLLOWING--

SHE COULD NEVER LEAVE HIM. EVER.

NOT IN HIS GREATEST MOMENT OF NEED, THAT WAS MY--

AAHHHH!

MOM!

WHAT?! ANOTHER PORTAL! LIKE THE ONE THAT CREATURE CAME OUT OF!

ARE THESE *MORE* LIKE HIM OR...

MAYDAY PARKER. BENJAMIN PARKER.

COME WITH US.

WE'RE SPIDERS. LIKE YOU. FROM OTHER TIMES. OTHER DIMENSIONS.

WE'RE HERE TO HELP!

THEN DON'T JUST STAND THERE! TOGETHER WE CAN FIGHT HIM OFF!

WE CAN SAVE MY *DAD!*

I'M SORRY. BUT ACCORDING TO OUR READINGS THERE ARE ONLY *TWO* SPIDER-TOTEMS HERE.

YOU. AND YOUR BROTHER.

ARE YOU TELLING ME MY FATHER IS...

CONSUMED.

COMPLETELY AND UTTERLY CONSUMED. AND QUITE SAVORY, IF YOU MUST KNOW.

SORRY, CHILD. WE WERE TOO LATE.

PLEASE. WE HAVE TO GO. *NOW.*

I KNOW.

A HOME. A FAMILY. THAT WAS HIS DREAM. ALL HE EVER WANTED.

AND NOW IT'S--

IT IS USELESS TO RUN, MS. PARKER.

I'LL FIND THE TWO OF YOU. EVENTUALLY. AND DEVOUR YOU BOTH.

NO. YOU *WON'T.*

TO SAVE MY BROTHER...

...AND TO AVENGE MY FAMILY, I SWEAR...

...I'LL BREAK EVERY VOW I'VE BEEN TAUGHT. ALL THE VALUES MY FATHER HELD DEAR.

AND I WILL *KILL* YOU.

WHEN NEXT WE MEET, LITTLE SPIDER...

...AND WE *SHALL* MEET AGAIN...

...YOU ARE *MORE* THAN WELCOME TO TRY.

FACE IT TIGER THIS YOUR SHOT!

FAAAACE IT TIGER IT'S ALL YOU GOT!

FAAAACE IT TIGER THIS

MIDTOWN HIGH GYM

NO! WAIT! NO! IT'S--IT'S JUST NOT RIGHT!

AUUUUGGGH!

C'MON, EM JAY. WE NEED TO MOVE THROUGH THIS--

--FLASH IS GONNA KICK US OUT ANY MINUTE NOW.

OOOO... FLASH THOMPSON. DEM SHORTY SHORTS.

AIGHT! I GOT IT! I HAVE FRICKIN' GOT. IT.

PICK IT UP--

FACE IT TIGER

"--PICK IT UP WHERE WE DROPPED IT..."

DUN DUN DUN FAAACE IT TIGER YOU HIT THE JACKPOT

WHAT...WHAT THE @#!$ JUST BIT ME?!

GIVE A BIG WELCOME TO THE ONE...

THE ONLY...

"SPIDER-WOMAN"!

ALL THE THINGS THAT GIRL COULD DO AND SHE CHOOSES THAT...

TOUCH HIM AGAIN AND YOU WON'T LIKE HOW I TOUCH YOU.

HAR! HAR! EVEN STACY'S MORE MAN THAN YOU ARE, PARKER!

"PATHETIC PARKER."

I'LL SHOW THEM WHO'S PATHETIC.

PREVIOUSLY IN SPIDER-WOMAN...

HA HAHA-WA

SSSHOOOOW THEM ALL.

I JUST... JUST...WANTED TO BE SPECIAL...

...LIKE YOU...

SUCH BLATANT DISREGARD FOR HUMAN LIFE CANNOT BE TOLERATED!

PETER PARKER *MUST NOT* HAVE DIED IN VAIN!

SPIDER-WOMAN AND THOSE LIKE HER MUST LEARN THAT WITH THEIR GREAT POWER...

"...COMES AN EVEN GREATER RESPONSIBILITY!"

YO! STACY!

YO! DEAF LEPPARD!

JAY-ZEES LOUISE.

CARRIED AWAY MUCH?

SORRY, I--I DON'T KNOW WHAT CAME OVER ME...

MMM-HMM. YOU WANNA TALK ABOUT IT?

TALK ABOUT WHAT?

WHATEVER UGLINESS IS CLAWING AT THE WALLS OF THAT PURDY WIDDLE HEAD--

'CAUSE LATELY YOU'RE EITHER OFF-BEAT OR OFF-PLANET.

THIS IS A BIG GIG FOR US, GWEN. YOU NEED TO TELL US WHAT'S GOING ON.

WE NEED TO BE ABLE TO TRUST EACH OTHER.

GLORY, I CAN'T-- I JUST CAN'T, OKAY?

TOLDJA. TOTAL HEAD CASE...

LEAVE HER ALONE, MJ.

GWEN WILL BE FINE...

"...SHE'S JUST GOT A LOT ON HER MIND IS ALL."

ALL THESE SECRETS.

STOP THE SPIDER-WOM

CALL 1-555-FOR-PET

CASH SUM REW

ALL THESE THINGS I CAN'T SAY.

I'LL NEVER BE ABLE TO SAY.

"CLICK"

HE'LL NEVER KNOW...

I--
I'M SORRY, PETER...

BUT WHAT DO I DO?

I CAN'T JUST QUIT.

LOOK, GWEN-- YOU KNOW IF IT WERE UP TO ME, I'D TELL YOU TO LEAVE THE BAND AND FOCUS ON COLLEGE.

YOU'RE NOT IN HIGH SCHOOL ANYMORE. IT'S TIME FOR YOU TO START MAKING YOUR OWN CHOICES.

MAYBE EVEN FINALLY PICK YOUR MAJOR ...

I LOVE MUSIC, DAD.

IT'S ALL I'VE EVER WANTED TO DO.

I KNOW, HONEY. AND THE THINGS WE LOVE ARE ALWAYS WORTH FIGHTING FOR.

BUT EVERYONE HAS SOMETHING THEY WANT. WHAT IS IT THE WORLD AROUND YOU NEEDS?

WHAT IS IT THAT ONLY YOU CAN GIVE?

YOU'RE AS SMART, TALENTED, AND RESILIENT AS THEY COME, GWEN.

IF YOU PAY ATTENTION--

STACY STALKS SPIDER KILLER

will turn over every stone capture the murderer

--LIFE WILL SHOW YOU WHERE YOU'RE NEEDED MOST.

OKAY, LOOK, HONEY. I'VE GOTTA RUN. BE CAREFUL ON THE SUBWAY.

I'LL SEE YOU IN A BIT.

DAD, WAIT-- LISTEN...

F-FREEZE!

P-PUT YOUR HANDS UP!

WHOA! WHOA! WHAT THE HELL, BRO?!

EASY NOW, MCNUTTY! EASY!

MY GOD. HE'S SHAKING LIKE A LEAF.

I SAID, D-DON'T--

SERIOUSLY, CALM DOWN.

PUT THAT GUN AWAY BEFORE SOMEONE GETS--

KRACK

KRACK

I SAID, D-DON'T--

HE'S SHOOTING AT ME?!

HE'S #$%@^ SHOOTING AT ME?!

HEY! JERK FACE!

THWP

THWP

STICK *THAT* IN YOUR DONUT HOLE!

D-DON'T-- DON'T KILL ME.

KILL YOU?! WHY WOULD I KILL YOU?!

TRUST ME, PAL--

--ONCE THE BOYS DOWN AT THE PRECINCT CUT THE VIDEO OF THIS NERVOUS PEE-PEE DANCE OF YOURS TO MUSIC...

...YOU'RE GONNA LIVE ON THE INTERNET FOREVER EVER.

55, WE'VE GOT A 10-10, SHOTS FIRED AT QUEENSBORO PLAZA PLATFORM.

"KILL YOU?" PSSHT. YOU RIDICULOUS--

YOU'RE THE ONE WHO'S GONNA KILL SOMEONE, YOU JERK.

ROGER THAT, 96. UNITS EN ROUTE

PEOPLE TRUST YOU TO BE BETTER THAN THIS, Y'KNOW.

BETTER THAN WHAT? BETTER THAN *YOU?*

JUST-- JUST LOOK AT YOU!

YEAH, WELL LOOKS NEVER KILLED ANYBODY, PAL.

WHOA. RECORD TIME, FELLAS. OL' CAPTAIN STACY'S GOT YOU BOYS WHIPPED INTO SHAPE.

ANYWAYS, THERE'S YOUR MAN. I'M OUT LIKE--

WHEEDOWHEEDOWN

--A LIGHT.

SPIDER-WOMAN! STOP OR WE WILL SHOOT!

TAUNPPAB

FEEF NODNID

I REPEAT-- STOP OR WE WILL SHOOT!

YOU SHOULD ORDER SOMETHING, ALEKSEI--

--YOU'RE GOING TO SHRIVEL UP AND BLOW AWAY.

HEH.

IS BUSINESS LUNCH, NO?

YES. ALL RIGHT.

RIGHT TO BUSINESS, THEN.

STACY STALKS

SO KINGPIN WANTS I KILL BIG BACON?

ANSWER ME WHY, MURDOCK?

AND TRY RESISTING PENCHANT FOR BAROQUE LANGUAGE AND MAKING LIES THROUGH SHARK-LIKE LAWYER TEETH, PLEASE.

SIMPLE, ALEKSEI--IT'S TWO BIRDS WITH ONE STONE.

ONE, IT TAKES THAT PAIN IN THE BUTT GEORGE STACY OFF THE STREET. AND TWO...WELL...

...SPIDER-WOMAN LOOKS LIKE SHE COULD USE A FEW FRIENDS, DON'T YOU THINK?

TONIGHT ONLY THE MARY JANES

WELL... THAT'S THAT, I GUESS.

GWEN'S A NO-SHOW.

GREAAAT. HOW'RE WE GONNA PLAY WITHOUT PERCUSSION, MAN?

THE ONLY WAY WE SHOULD EVER PLAY, LADIES...

LOUD AS HELL.

LADIES AND GENTLEMEN...PLEASE WELCOME TO THE STAGE...

...THE ONE... THE ONLY...THE MARVELOUS...

MARY JANES!

NO. NO. NO.

WAIT... PLEASE WAIT...

YOU BETTA!

YOU BETTA!

YOU BETTA!

FAAAAACE IT, TIGER!

AWW, GWEN, HONEY...

...LATE TO YOUR OWN CONCERT?

DO NOT WORRY FOR DAUGHTER, LEETLE PIG...

...I KISS HER GOOD NIGHT FOR YOU.

WHAT IN--

HERE! I'M HERE, I'M--

DAD?!

KA-CHAK

MARY JANES

YOU TAKE PUNCH GOOD, EH?

STRONG CHIN FOR SUCH A SOFT LITTLE MAN.

HNNNH...

VERY WELL. I BREAK CHIN LAST.

HOLYEEE--

EH?

THWAP

HRRRNNNGGGH!

KA-POW

ALL RIGHT, BIG BOY--

SPIDER-WOMAN?!

KISS THE CONVER--

WA-TUP

UMGPH!

HEY! WHAT IS THE GIVE, LADY?!

I AM TO BE HELPING YOU HERE!

OH, I SEE. YOU CAME TO CLUB TO DANCE, YES?

HNG!

HAHAHAHA! DANCE WITH ALEKSEI!

BUMP AND GRIND, YES?!

HRNK.

CAN'T...HRK...

HAHAHAHAHAHA

CAN'T BREATHE...

CAN'T...

CAN'T...

DIN DONN DIN DONN

CAN'T QUIT.

THUMP THUMP TH

THUM

THWP

THWP

THUMP

THWP

THWP

THWPP

HEY...NO... SERIOUSLY...

...WHAT IS THE GIVE--

--LADY?

KAPOW

WHAM

=SIGH=

THIS CAN'T BE MY LIFE NOW.

WAY TO RUIN EVERYTHING, YOU RANDO DORK.

FREEZE. DON'T MOVE AN INCH.

C'MON, REALLY? REAAALLLY?

GEEZ, MAN. WHAT'S A GIRL GOTTA DO TO IMPRESS YOU?

I JUST WANT TO BE LOOOVED.

I'M PLACING YOU UNDER ARREST FOR THE MURDER OF PETER BENJAMIN PARKER.

YOU HAVE THE RIGHT TO...

WAIT. LISTEN--

PETER'S DEATH WASN'T...IT WASN'T MY FAULT.

AT LEAST NOT IN THE WAY THAT YOU THINK.

I SAID, DON'T *MOVE!*

HIS HANDS. THEY'RE SO STEADY.

THAT'S NOT MY JOB TO DECIDE...

RIGHT. YOU'LL JUST LEAVE THAT TO JAMESON'S ANGRY MOB.

OR TO THE COP WHO TRIED TO SHOOT ME IN A CROWDED SUBWAY.

I'M BRINGING YOU IN, MISS.

WHATEVER IT TAKES. HOWEVER LONG IT TAKES TO DO IT. BUT YOU'LL SEE JUSTICE.

YEAH... I HAVE NO DOUBT YOU WANT THAT, CAPTAIN.

BUT SOMETIMES WHAT WE WANT--

OH, MY GOD.

--ISN'T WHAT THE WORLD NEEDS.

GWEN?! H-HOW?

WHY?!

YOU'RE A GOOD COP, DAD.

YOU PUT ON THAT BADGE AND CARRY THAT GUN BECAUSE YOU KNOW IF YOU DON'T, SOMEONE WHO SHOULDN'T WILL.

WHEN I PUT ON THIS MASK, I ONLY DID IT--

--BECAUSE IT FREED ME FROM RESPONSIBILITY.

I THOUGHT I WAS SPECIAL. AND PETER PARKER DIED BECAUSE HE TRIED TO FOLLOW MY EXAMPLE.

I HAVE TO TAKE RESPONSIBILITY FOR THAT. TO MAKE HIS DEATH MEAN SOMETHING.

BUT I CAN'T DO IT IN A JAIL CELL.

THIS MASK IS MY BADGE NOW. IF I DON'T DEFINE WHAT IT MEANS...

...MONSTERS LIKE THIS WILL.

THIS IS WHERE I'M NEEDED MOST.

DAMN IT, GWEN...

GO. GO ON, THEN.

GET THE HELL OUT OF HERE BEFORE I COME TO MY SENSES.

DAD... I...

FUP

...THANK YOU.

"YES. I BELIEVE YOU'LL DO, MS. STACY."

YOU'LL DO QUITE NICELY.

Edge of Spider-Verse #2 3rd-printing variant by
Robbi Rodriguez

Edge of Spider-Verse #3 variant by
Greg Land & Morry Hollowell

Edge of Spider-Verse #4 variant by
Greg Land & Morry Hollowell

Edge of Spider-Verse #5 variant by
Greg Land & Morry Hollowell

EDGE OF SPIDER-VERSE #3

THE IKEGAMI MEDICAL CENTER AND RESEARCH INSTITUTE BOASTS WORLD-CLASS MEDICAL FACILITIES AND CUTTING-EDGE LABORATORIES.

DOCTOR AARON AIKMAN, AT ONLY 27 YEARS OLD, IS A HIGHLY ACCOMPLISHED AND BRILLIANT MOLECULAR BIOLOGIST AT IKEGAMI, WHERE HE'S MADE SIGNIFICANT CONTRIBUTIONS IN BIOENGINEERING AND MOLECULAR CHEMISTRY.

AT THE CENTER OF HIS WORK IS HIS RESEARCH ON THE MEDICAL APPLICATIONS OF INSECT VENOMS.

THREE YEARS AGO, AARON AIKMAN UNDERWENT A TREATMENT THAT HE DEVELOPED AND ADMINISTERED IN SECRECY.

THE TREATMENT WAS DESIGNED TO RESEQUENCE HIS DNA, INSERTING CLONED SPIDER GENES INTO HIS OWN.

AARON WAS IMBUED WITH EXTRAORDINARY POWERS.

HE BECAME A HERO FOR THE CITY. HE BECAME

THE SPIDER-MAN.

MARVEL COMICS

SUPER VILLAINS™

AS THE SPIDER-MAN, AARON HAS FANTASTIC STRENGTH AND AGILITY. HE IS ABLE TO CRAWL ON WALLS AND, USING HIS MOLECULAR BIOENGINEERING GENIUS, HAS FORMULATED A SILK WEBBING SOLUTION.

HELMET WITH AN ARRAY OF SENSORS AND HEADS-UP DISPLAYS

BORN IN THE GREAT RED STORM OF JUPITER, REDEYE WILL DESTROY YOU ALL!

REDEYE WAS THE REASON AARON BECAME THE SPIDER-MAN. HE WAS HIS FIRST FOE.

REDEYE

SILK-SPINNER, SILK SOLUTION CARTRIDGE (CONCEALED IN THE ARM CASING)

NEURO-PULSE STINGER (LOCATED ON A RETRACTABLE CABLE ON HIS BELT)

AFTER THE "JOVIAN DESTROYER," MORE VILLAINS ROSE TO TAKE HIS PLACE, AND WITH EACH, DR. AIKMAN ROSE TO STOP THEM AS THE SPIDER-MAN.

ONE YEAR AGO, A NEW, EXCEEDINGLY ELUSIVE AND MYSTERIOUS VILLAIN, KNOWN AS NAAMURAH, APPEARED IN THE CITY.

IN THEIR ONE CONFRONTATION, SHE NEARLY DEFEATED HIM. HIS STINGER HAD NO EFFECT, AND SHE EASILY BROKE THROUGH HIS SILK.

CATAPULT PROPULSION BOOTS

REDEYE™

MARVEL™ 75 M

Real Name: Rick Landress
Group Affiliation: The Apocalyptics
Height: 6'6 **Weight:** 370 lbs.
Battles Fought: 9
Wins: 7 **Losses:** 1 **Ties:** 1
Win Percentage: 77%
Arch-enemies: The Spider-Man, Devil Recuse, Bullwhip
First Appearance: (as Rick Landress) THE SPIDER-MAN #1 (as Red-Eye) THE SPIDER-MAN #3

Commander Rick Landress was an astronaut on the first manned mission to the moons of Jupiter. When one of the crew was mysteriously found dead, the rest turned on each other. Rick soon discovered that their mission was not what they were lead to believe and that the ship was in danger. He tried leaving in an escape pod, but it was too late. The ship was bombarded with cosmic radiation and Rick's pod hurtled out of control into Jupiter. When Rick returned to Earth as Redeye he had the power to create huge gusts of wind and storms.

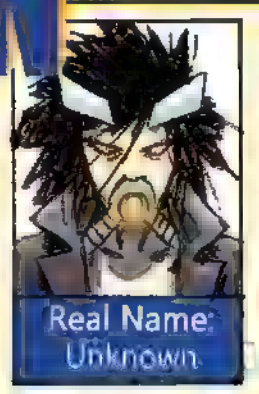
Did You Know: Redeye is currently believed dead, defeated by The Spider-Man under a barrage of falling buildings.

I'VE COME THROUGH THE DOOR IN THE DARK. MORE LIKE ME WAIT.

YOU, LITTLE SPIDER, WILL MAKE GREAT FOOD FOR THEM.

THIS WORLD--WILL-- FALL.

NAAMURAH #39



Real Name: Unknown

0 1 2 3 4 5 6 7

STRENGTH
SPEED
AGILITY
STAMINA
DURABILITY
INTELLIGENCE

POWER RATINGS

Group Affiliation: None. **Height:** 6'1" **Weight:** 200 lbs
First Appearance: **THE TERRIBLE HULK #50**

No one knows where Naamurah came from or what she wants. What we know is that she strikes in the night, kidnapping people while they sleep. Few have ever seen Naamurah. She moves quickly and in complete stealth.

Did You Know: The first clue to Naamarah's existence was that people in proximity to her attacks all had the same nightmare?

AT NIGHT, WHILE THE LABS ARE EMPTY, DR. AIKMAN TAKES ADVANTAGE OF THE FACILITIES.

NO ONE KNOWS HIS SECRET...

IKEGAMI MEDICAL CENTER AND RESEARCH INSTITUTE

...MODIFIED CLONED PROTEIN MOLECULES, NEMATIC LIQUID CRYSTALLINE, H2 N.M.R. SPECTROSCOPY, ROTATING AXIS PERPENDICULAR TO THE MAGNETIC FIELD AT 200 Hz, YIELD PHASE BIAXIALITY PARAMETERS-- REPLACED IONIZER AND MOISTURE RETAINER--

--IF MY COMPRESSOR DUCT DOESN'T JAM, THERE IS NO WAY ***NAAMURAH*** WILL ESCAPE THIS SILK.

THE ONE MEANINGFUL RELATIONSHIP AARON HAS IS WITH DR. KAORI IKEGAMI, FOUNDER OF THE IKEGAMI INSTITUTE AND HIS BOSS.

DR. IKEGAMI IS A BRILLIANT MEDICAL SCIENTIST AND SURGEON, BUT IT'S HER SPECIALIZATION IN MECHANICAL ENGINEERING AND ADVANCES IN ROBOTICS AND PROSTHETICS THAT MADE IT POSSIBLE TO TURN HER LAB INTO A LEADING FORCE IN SCIENTIFIC ADVANCEMENT.

A GIFTED BUSINESSWOMAN AND LEADER, SHE DIVERSIFIED THE INSTITUTE BEYOND HER SPECIALTIES AND SERVED AS A MENTOR TO RESEARCHERS LIKE DR. AIKMAN.

SEVEN YEARS AGO, KAORI'S 10-YEAR-OLD DAUGHTER, HANNAH, WAS HIT BY A CAR.

HANNAH SURVIVED, BUT SHE SUFFERED IRREVERSIBLE BRAIN DAMAGE AND WILL REMAIN IN A PERSISTENT VEGETATIVE STATE FOR THE REST OF HER LIFE.

KAORI DIDN'T ACCEPT THAT. RELINQUISHING CONTROL OF THE INSTITUTE, SHE DEDICATED HERSELF FULL-TIME TO CURING HER DAUGHTER.

AARON LENT HIS SUPPORT AND SPENT MUCH OF HIS TIME WORKING WITH KAORI TO DEVELOP A CURE FOR HANNAH.

IN THE TIME THEY SPENT TOGETHER, THEY GREW CLOSER, AND A RELATIONSHIP THAT WAS ONCE STUDENT TO TEACHER BECAME SOMETHING MORE.

UNTIL ONE DAY, WHEN KAORI SUDDENLY CHANGED. SHE MOVED HER DAUGHTER INTO A SEPARATE FACILITY AND TOLD AARON SHE NO LONGER WANTED HIS HELP.

THOUGH AARON STILL LOVES HER, THEIR RELATIONSHIP HAS BECOME STRAINED, AND HE SEES HER WITH LESS AND LESS FREQUENCY.

WITH MORE TIME TO DEVOTE TO HIS VIGILANTE ACTIVITIES, DR. AIKMAN RECENTLY FOUND A PATTERN IN NAAMURAH'S KIDNAPPINGS.

SO, AFTER MONTHS OF CAREFUL PLANNING, THE SPIDER-MAN WILL FINALLY PUT AN END TO THE CITY'S KIDNAPPING NIGHTMARE.

KNOCK KNOCK

KAORI? WHAT A SURPRISE.

WHAT ARE YOU DOING HERE?

OH, AARON.

LET'S RUN AWAY TOGETHER. JUST THE TWO OF US. WE COULD GO ANYWHERE.

KAORI, THAT WOULD BE WONDERFUL, BUT YOU KNOW WE CAN'T DO THAT. *I* CAN'T DO THAT... BUT I'M GLAD YOU'VE COME. I HARDLY SEE YOU ANYMORE.

I KNOW. I'VE MISSED YOU--I'VE MISSED EVERYTHING...

AARON, I NEED HELP. I DON'T KNOW WHAT TO DO ANYMORE. I'VE RUINED EVERYTHING.

IT'S OKAY. YOU'RE OKAY. WHATEVER'S WRONG, WE'LL GET THROUGH IT TOGETHER TOMORROW.

I HAVE TO CATCH A REDEYE TO THE PANACEA INSTITUTE TONIGHT. I'M GIVING A PRESENTATION IN THE MORNING, BUT I WANT YOU TO STAY HERE. I'LL BE BACK FOR DINNER TOMORROW.

I KNOW WHAT YOU'RE GOING THOUGH.

IT'S GOING TO BE OKAY.

NO...

YOU DON'T KNOW ***ANYTHING.*** YOU DON'T GET IT. IT WILL ***NEVER*** BE OKAY.

I SHOULDN'T HAVE COME HERE. YOU'RE *"CATCHING A PLANE"...**LIAR.*** YOU MUST THINK I'M ***STUPID.***

WHY HAVEN'T YOU ASKED ME ABOUT ***HANNAH?*** YOU'VE JUST FORGOTTEN ABOUT HER?

YOU NEVER CARED ABOUT HER, DID YOU? YOU--JUST WANTED ME.

MY GOD, KAORI. NO. YOU MADE IT PERFECTLY CLEAR HANNAH WAS NO LONGER ANY OF MY BUSINESS. I WAS ***HELPING*** YOU!

WHY DID YOU PUSH ME OUT, KAORI?

YOU COULDN'T FACE IT, COULD YOU...?

SHE'S DEAD, ISN'T SHE?

YOU THINK YOU KNOW EVERYTHING. WHAT ELSE SHOULD I HAVE EXPECTED FROM YOU?

WAIT! KAORI! I'M SORRY. DON'T LEAVE LIKE THIS.

DAMN IT.

DOES SHE THINK SHE CAN JUST SHOW UP AND I'LL DROP EVERYTHING? SHE'S IN PAIN, BUT WHAT CAN I DO?

THERE'S NO TIME FOR THIS. TONIGHT, THE SPIDER-MAN ATTACKS.

ALONE, I STAND AGAINST THE RISING TIDE, AND AS I LIVE, ALL EVIL SHALL FALL.

MOTION DETECTION MODE ON. ELIMINATE GROUND LEVEL ACTIVITY. MONITOR ALL POLICE FREQUENCIES. AUDIO OFF, HEADS-UP TEXT ALERT FOR KEYWORDS RELATED TO NAAMURAH.

WAIT. WHAT'S THAT?

DETECTION 2. LOCK. MAGNIFY. SAVE.

THAT'S HER.

RIGHT IN THE HEART OF THE SOUTHEAST QUADRANT. RIGHT ON SCHEDULE.

AAAHHH!

?!

GSHACK
GSHACK
GSHACK
GSHACK
LOCATION MARK. NOTIFY POLICE-- RESCUED NAAMURAH VICTIM. UNCONSCIOUS. AT MARKED LOCATION.
CAN'T LOSE HER NOW. COME ON, SHOW YOURSELF.
WAIT! IN THE REAR-VIEW DISPLAY!

ARE YOU THE BEST THEY'VE GOT? ARE YOU THE STRONGEST HUMAN?

THERE'S NO MAN NOR ABERRATION WHO CAN STOP US!

WHAT IS THAT?
WHAT'S GOING ON?
HONK
BEEPBEEP
IT'S NAAMURAH!
IT'S OVER, NAAMURAH!
YOU'VE TERRORIZED THIS CITY *TOO LONG!* IT ENDS NOW!
TELL ME-- THE PEOPLE YOU TOOK!
WHAT HAVE YOU DONE WITH--
WHAT?
YOU'RE NOT NAAMURAH.
I AM *DAARROH,* AND THERE ARE MORE LIKE US. *MANY* MORE. YOUR EFFORTS ARE IN VAIN AND YOUR VICTORY HERE, AN ILLUSION...
YOU ARE THE ONE WHO HAS LET THE SPIDER INSIDE, YES? *HAHAHA!*
SPEAK, MONSTER. WHAT DO YOU KNOW ABOUT ME?
WHEN I CAME THROUGH THE DOOR, I SAW. IN THE CORRIDOR BETWEEN OUR WORLDS, THERE IS...
DEATH COMES FOR YOU, SPIDER-MAN.
WAIT, I KNOW YOUR FACE!
YOU'RE ONE OF THE *VICTIMS.*

YOU CAN'T BE THEIR HERO, LITTLE SPIDER-MAN. MANKIND IS DOOMED.

WHERE ARE THEY, DAARROH? THE OTHER VICTIMS! ANSWER ME!

...

DON'T YOU DIE ON ME!

IKEGAMI MEDICAL CENTER AND RESEARCH INSTITUTE

THE PATIENT SUSTAINED SERIOUS INJURIES, COMPOUND FRACTURES IN BOTH LEGS, SOME INTERNAL HEMORRHAGING, FRACTURED RIBS, DEEP LACERATIONS ON THE UPPER ARMS, CHEST, AND HEAD.

HE'S COMATOSE, BUT THAT LIKELY HAS MORE TO DO WITH THE DEVICE.

THE MACHINE WAS CONNECTED DIRECTLY TO THE BRAIN STEM. WE'VE REMOVED THE DEVICE COMPLETELY, BUT AT THIS POINT WE CAN'T BE CERTAIN OF THE EXTENT OF THE TRAUMA TO HIS BRAIN. IT'S POSSIBLE WE MAY SEE A FULL RECOVERY.

SO IT WAS A KIND OF ROBOTIC SUIT.

SOMETHING LIKE THAT.

ACTUALLY, THIS PATIENT MIGHT NOT HAVE MADE IT IF IT WEREN'T FOR SPIDER-MAN'S AID AT THE SCENE. I WOULDN'T BE SURPRISED IF HIS SECRET IDENTITY IS AN E.M.T.

THE ROBOTIC SUIT. DO YOU STILL HAVE IT?

THAT'S WHY I ASKED YOU HERE, DR. AIKMAN.

POLICE ARE TAKING IT AS EVIDENCE, BUT ARE LEAVING IT WITH US OVERNIGHT. THEY WANT OUR EXPERT ANALYSIS, AND WITH DR. IKEGAMI...UNREACHABLE, I HOPED YOU WOULD BE ABLE TO HELP.

I'M NOT A ROBOTICIST.

WHAT? HAVE YOU BECOME SUDDENLY *MODEST*, AIKMAN? THAT'S NOT LIKE YOU.

BUT YOU'RE RIGHT. IT'S NOT ABOUT THE MACHINE.

IT'S ABOUT THIS--THE MACHINE HAD A BIO-ENGINEERED NEURAL INTERFACE THAT APPEARS TO BE SOMETHING THAT YOU WERE ONCE DEVELOPING.

HAVE YOU SEEN ANYTHING LIKE IT, DR. AIKMAN?

OH, MY GOD!

IT'S YOU...

DR. IKEGAMI, WHERE IS HANNAH?

DON'T HURT HER, AARON. PLEASE-- DON'T HURT ME FOR WHAT I'VE DONE.

KAORI, STOP.

NOT HERE. SHE'S--SHE'S GONE.

WHAT IS THE MEANING OF THIS? WHO IS NAAMURAH? WHERE IS YOUR DAUGHTER? WHERE IS HANNAH?!

YES...YOU DESERVE TO KNOW THE TRUTH...

"YEARS AGO, WHEN YOU TOLD ME I HAD TO LET HANNAH GO, THAT'S WHEN I DECIDED TO LEAVE. I HATED YOU FOR IT. IT WAS LIKE YOU DIDN'T CARE.

"WITHOUT YOU, I WAS CONSUMED WITH CURING HANNAH...

"UNTIL THE NIGHT I SUCCEEDED.

"I WOKE HANNAH."

PLEASE WORK. PLEASE COME BACK TO ME, MY LOVE.

CLICK

"I BROUGHT MY DAUGHTER BACK FROM YEARS OF BRAIN DEATH."

HANNAH, IT'S ME, YOUR MOM. CAN YOU HEAR ME?

...MO-MOMMY? WHA-AT WHAT HAPPENED?

OH, HANNAH, I CAN'T BELIEVE THIS. IT'S YOU. I'VE MISSED YOU SO MUCH.

I H-HAD A BAD DREAM. I WAS IN A--IN-- DARK. A DARK WORLD.

IT'S OVER NOW, MY LOVE. IT WAS JUST A DREAM. EVERYTHING IS OKAY NOW.

IN THAT WORLD OF DARKNESS, THERE WAS A DOOR... MOMMY--MOMMY, WHO IS THAT?

IT'S YOU-- NO--YOU CAN'T BE HERE.

LEAVE ME ALONE! YOU'RE JUST A DREAM!

HANNAH? WHO--THERE IS NO ONE ELSE HERE.

DON'T. I'M AWAKE NOW.

PLEASE DON'T. PLEASE DON'T DO...

HANNAH?

HANNAH?

HANNAH! HANNAH! WAKE UP! PLEASE DON'T LEAVE ME AGAIN!

PLEASE...

...IT'S OKAY... MOMMY.

THE YEARS OF SORROW AND GUILT HAD WORN MY SOUL THIN. I WAS STRIPPED AWAY...

WHEN HANNAH BEGAN TELLING ME WHAT TO DO, I DID IT. WHAT SHE WANTED WAS ALL THAT MATTERED.

BUT I SEE NOW THAT IT ISN'T HANNAH, IT WAS NEVER HANNAH. WAS IT?

IT WAS NAAMURAH...

KAORI, WHAT DID SHE TELL YOU TO DO?

SHE'S HAD ME BUILD MORE WALKING MACHINES... FOR THE PEOPLE SHE TOOK.

ARE YOU GOING TO HURT HER, AARON?

HOW MANY? WHERE ARE THEY, KAORI?

ALL OF THEM.

"THE VICTIMS. THEY'RE ALL OUT THERE...

"KIDNAPPING MORE FOR...THE NEXT WAVE."

MY GOD.

I REALIZE YOU WERE RIGHT...

HANNAH IS DEAD.

I'M TOO LATE. OVER A HUNDRED OF THOSE MONSTERS ARE OUT THERE. IT'S SOME KIND OF INVASION FROM ANOTHER DIMENSION.

A DIMENSION ACCESSIBLE IN THE REALM OF THE DEEP SUBCONSCIOUS.

I'VE BEEN SO BLIND. COULD I HAVE EVER HELPED-- KEPT THINGS FROM COMING TO THIS?

"YOU'RE THE ONE WHO HAS LET THE SPIDER INSIDE."

NOW I HAVE TO STOP HER. I'M THE ONLY ONE WHO CAN.

"I CAME THROUGH THE DOOR IN THE DARK."

IN THE CORRIDOR BETWEEN OUR WORLDS, THERE IS...

"DEATH COMES FOR YOU, SPIDER-MAN."

WHO ARE YOU?

THE END OF YOUR STORY.

"YOU CAN'T BE THEIR HERO, LITTLE SPIDER-MAN.

"MANKIND IS DOOMED."

THE END

EDGE OF SPIDER-VERSE!

"I WALKED WITH A SPIDER"

ANOTHER DIMENSION, NOT UNLIKE OUR OWN... WHERE MONSTERS DWELL.

HSSSSSSSS

TEST SUBJECT #32 SEEMS TO BE EXPERIENCING INTENSE PHYSICAL AGONY.

SUBJECT'S EXOSKELETON APPEARS TO BE NO MATCH FOR MY GAMMA RAY...

HSSSSSSSSS

YOU THINK YOU KNOW THIS STORY...

CLOSER INSPECTION OF THE THORAX SHOWS SIGNS OF THE RAY'S BEAM PASSING DIRECTLY THROUGH THE SUBJECT'S BODY...

YOU'VE HEARD IT BEFORE, A MILLION TIMES...

...BUT YOU'VE NEVER HEARD THE STORY QUITE LIKE THIS.

PATTON! GET YOUR ASS BACK IN HERE! YOU'RE GONNA BE LATE FOR SCHOOL!

COMING, UNCLE TED!

MEET PATTON PARNEL. LOOK FAMILIAR? LOOK AGAIN. BUT NOT TOO CLOSE...

OH, WELL. TIME TO PREP TEST SUBJECT #33...

SPULCH

COMMENCING SURVEILLANCE EXPERIMENT. STAKEOUT #16.

SUBJECT REMAINS UNAWARE OF BEING UNDER OBSERVATION.

PERFECT.

I MUST COLLECT SAMPLES FROM SUBJECT'S LIVING AREA FOR... *ANALYSIS.*

PATTON! I'M NOT DRIVIN' YOU TO SCHOOL AGAIN!

OKAY, UNCLE TED! I'LL, UH-- I'LL BE DOWN IN A MINUTE!

--PAT-TON! SPLAT-IN' PAT-TON! SPLAT-IN' PAT-TON!

SUBJECTS SEEM TO BE EXPERIENCING SOME FORM OF MASS SEPTICITY

IT IS MY PROFESSIONAL OPINION THAT WE SHOULD QUICKLY CORRAL ALL INFECTED TESTEES TOGETHER AND HERD THEM OFF TO THE INCINERATORS FOR IMMEDIATE DISPOSAL

BURN THEM ALL BEFORE THE CONTAMINATION SPREADS ANY FURTHER

MIND IF I SIT HERE?

UH...

YOU LOOKING FORWARD TO THE FIELD TRIP TO ALCORP INDUSTRIES?

YOU'RE INTO SCIENCE, RIGHT?

...I GUESS?

I READ ONLINE THAT ALCORP EXPERIMENTS ON ANIMALS. CHEMICAL BURNS. VIVISECTION. DNA TAMPERING. REALLY SICK STUFF.

YEAH. SICK.

ALCORPS INDUSTRIES.

ALCORPS

SUBJECT ESTABLISHED VERBAL CONTACT. NEVER DONE THAT BEFORE...WHY WOULD SHE WANNA TALK TO ME?

KEEP TO THE DESIGNATED AREAS, KIDS! I WANT TO BE INVITED BACK NEXT YEAR, SO NO STRAYING OUTSIDE THE PAINTED LINES-- OKAY?

JUST STICK CLOSE TO ME, OKAY? ACT NORMAL.

UH... NORMAL?

WE NEED TO SHOW THESE CORPORATE PIGS WE WON'T STAND FOR TORTURE!

TEST SUBJECT SMELLS LIKE STRAWBERRIES

BACK OFF, *SPLAT-IN' PATTON.* SARA JANE'S MY LAB PARTNER.

WOULD YOU KNOCK IT OFF, GENE? PATTON'S MY NEXT DOOR NEIGHBOR...

WHAT A BLEEDING HEART! DON'T WORRY, HON--I'M SURE ALCORP HAS PLENTY OF LAB RATS WHO'RE LOOKING FOR A FRIEND. PATTON WILL FIT RIGHT IN...

ALCORP IS RESPONSIBLE FOR JUST ABOUT EVERY PRODUCT ON THE MARKET. FROM COSMETICS TO PHARMACEUTICALS, THERE ISN'T A FACET OF YOUR EVERYDAY LIFE THAT ALCORP DOESN'T HAVE ITS HANDS IN...

RESTRICTED

ALCORPS' TESTING AREA IS WAY, WAY OFF THE OFFICIAL TOUR, SO WE'LL HAVE TO SNEAK INTO THEIR SCIENCE LABS...

RESTRICTED

QUICK! THIS IS OUR CHANCE. IN HERE...

REEEEEEOOOW-REEEEEEEOOOW-REEEEEEEOO

SO MUCH FOR SNEAKING IN UNDER THE RADAR.

VIOLATION IN BIOGEN LAB. WARNING! VIOLATION IN BIOGEN LAB. WARNING!

QUICK. GRAB AS MANY ANIMALS AS YOU CAN...WE'RE THE ONLY CHANCE OF SURVIVAL THEY HAVE!

EEEOOOW-REEEEEEEOO

NEVER SEEN ANYTHING QUITE LIKE THIS SPECIMEN BEFORE...

WARNING: IRRADIATED ARACHNID. FEMALE.

SO... BEAUTIFUL

IT'S OKAY. I'M HERE TO SAVE YOU--

AAAH!

WHAT ARE YOU DOING?!

REEEEEEEEEEEOOoOOOW

LATER, AT ALCORPS SECURITY.

...BEGIN TO EVEN EXPLAIN HOW HIGHLY CLASSIFIED THOSE EXPERIMENTS ARE...

...WON'T EVER HAPPEN AGAIN...

...HOW MUCH DAMAGE THEY COULD HAVE CAUSED...

Chapter 5

IT BIT ME! BUT... WHY IS IT BURNING?

THE GIRL'S GOOD TO GO. HER PARENTS ARE HERE TO PICK HER UP.

BUT... WHAT ABOUT MR. PARNEL?

WE HAVEN'T BEEN ABLE TO REACH HIS PARENTS. HE'LL HAVE TO STAY UNTIL--

THEY'RE DEAD.

COME AGAIN?

MY PARENTS. THEY'RE DEAD. I LIVE WITH MY UNCLE. HE WORKS AT NIGHT.

OH. SORRY TO HEAR THAT, KID...CAN YOU GIVE US THE NUMBER FOR YOUR--

NO.

WE'RE NEXT DOOR NEIGHBORS, OFFICER. HE CAN COME HOME WITH ME.

WE NEED A GUARDIAN TO--

IT'S NOT HIS FAULT, SIR. I PUT HIM UP TO IT...PATTON IS HARMLESS.

THE NEXT DAY.

MY HEAD...FEELS STRANGE. MY BRAIN'S BOILING OVER INSIDE MY SKULL...

PATTON! PATTON--GET YOUR LAZY ASS OUT HERE!

JUST...JUST A SECOND!

BANG BANG BANG

DON'T MAKE ME BUST THROUGH THIS DOOR--

BANG BANG BANG

YOU BETTER NOT BE "EXPERIMENTING" WITH THE NEIGHBOR'S PETS AGAIN!

I-I DON'T FEEL WELL, SIR. I'M SICK...

SICK? YOU'RE SICK, ALL RIGHT. SICK IN THE HEAD!

SHOULDA NEVER LET SOCIAL SERVICES TALK ME INTO TAKING YOU IN...

NO! NO-- PLEASE, UNCLE TED! DON'T!

HERE'S YOUR MEDICINE! NOW TAKE IT!

PLEASE-- STOP! AH! STOP, UNCLE TED! PLEASE! PLEEEEASE!

THWAP THWAP THWAP

LATER THAT DAY.

CHANGING INSIDE. CAN FEEL IT. SO HUNGRY. MUST EAT... SOMETHING.

CAN'T KEEP FOOD DOWN... ANYTHING I EAT JUST COMES BACK UP

I CAN SMELL THAT MOUSE. SO SWEET. NEARLY HEAR ITS HEARTBEAT HAMMERING AGAINST MY EARS.

SNAP

CAN'T CONTROL MYSELF...CAN'T STOP...MUST...EAT...

TASTES SO...GOOD. SO...FRESH. SO...SWEET.

SLUUURP

I FEEL...*STRONGER*. AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY...

ONE MEASLY MOUSE ISN'T ENOUGH. NEED SOMETHING BIGGER. I MUST FIND...

...MORE GUINEA PIGS.

HERE, KITTY, KITTY...

AAAH!

GET BACK HERE--

TEST SUBJECT #33 SEEMS RETICENT TO OUR NEW EXPERIMENT--

HISSSSS!

WHAT THE...?

IT'S THE *SPIDER!* IT HAS TO BE! HIS BITE TRANSFERRED HIS OWN POWER--*TO ME.* I'VE BECOME THE TEST SUBJECT FOR MY NEXT SCIENCE EXPERIMENT.

WHAT AM I BECOMING...? I'VE NEVER FELT SO ALIVE!

THE MORE I EAT, THE STRONGER I GROW. ALL I NEED IS TO...

...KEEP FEEDING

THAT NIGHT.

BETTER BE DINNER ON THE TABLE, IF THAT BOY KNOWS WHAT'S GOOD FOR HIM...

PATTON? YOU UP, BOY? WHERE'S MY MEAL?

THE HELL...? PATTON! YOU BLOW A FUSE OR SOMETHING?

PATTON? YOU FORGET TO TAKE THE TRASH OUT? SOMETHIN' SURE SMELLS RIPE.

SNIP SNIP SNIP

OH, DEAR GOD...

WHAT IN THE WORLD...?

IT'S DINNER, UNCLE TED...

AAAAAAAH!!!

IF YOU'VE TAUGHT ME ANYTHING, UNCLE TED, IT'S THAT...

...WITH GREAT POWER COMES A GREAT APPETITE!

MISSING

MISSING

THE FOLLOWING MORNING.

WHOOPS...

GUESS THE CAT'S OUTTA THE BAG NOW...

MISSING

356-121-83

OCTAVIUS HIGH.

SURROUNDED BY CATTLE. HERDED ALONG TO THE SLAUGHTERHOUSE

LOOK AT HOW IGNORANT THEY ALL ARE BLIND BOVINES. NOTHING BUT MEAT

I CAN NEARLY HEAR THE DINNER BELL RINGING

RIIIIIIIIIIIING

NEED A SNACK TO TIDE ME OVER UNTIL LUNCH...

THIS WILL DO FOR NOW

SPIDERS PUMP THEIR PREY FULL OF DIGESTIVE ENZYMES, THEN THEY SUCK THE LIQUEFIED TISSUES BACK INTO THEIR GUT. ALL THAT'S LEFT IS THE EMPTY HUSK.

SO SWEET. LIKE A MILKSHAKE. BUT IT'S NOT ENOUGH. NEVER ENOUGH.

WELL-- IF IT AIN'T OL' SPLAT-IN' PAT-TON!

WHATCHA DOING, CREEP?

WAITING FOR YOU TO SHOW UP, TOUGH GUY.

YOU WON'T BE LAUGHING WHEN I WIPE THAT GRIN OFF YOUR FACE WITH MY FIST.

NAME THE TIME AND PLACE, MEAT SACK.

HOW ABOUT DURING LUNCH? THE LOCKER ROOM? JUST YOU AND ME?

LUNCH? SOUNDS PERFECT.

AFTER SCHOOL.

MY SKIN FEELS LIKE IT'S CRAWLING AWAY. SOMETHING'S STILL NOT RIGHT. MUST GET HOME TO CONTINUE MY... *RESEARCH.*

WHAT'S THE MATTER, KID?

MY DOG'S GONE MISSING.

LOOKS LIKE I FOUND TEST SUBJECT #67

TODAY'S YOUR LUCKY DAY. YOUR POOCH'S AT MY HOUSE. JUST FOLLOW ME...

THAT SPIDER HAS GIVEN A *GIFT*. A GIFT I COULD USE FOR *GOOD*. TO HELP MANKIND. I COULD BE A *SUPER HERO* IF I WANTED TO...

BUT WHO WANTS TO BE A *SUPER HERO* ANYMORE? BEING GOOD IS SO...*BORING.*

Loxosceles Reclusa

SO THAT'S THE SPIDER THAT BIT ME. HIGHLY VENOMOUS. APPARENTLY, THE FEMALES TRANSFER THEIR EGGS THROUGH THEIR BITE... INTERESTING.

Loxosceles Reclusa

DING-DONG

SARA JANE--? WHAT ARE YOU...?

HAVE YOU SEEN GENE? HE'S NOT PICKING UP HIS PHONE...

WHY WOULD I KNOW WHERE GENE IS?

'CAUSE YOU TWO WERE TALKING AT SCHOOL, AND NOBODY'S SEEN HIM SINCE.

WHAT DO YOU SEE IN THAT GUY, ANYWAY? SEEMS PRETTY BENEATH YOU...

LOOK WHO SUDDENLY GOT HIMSELF A BURST OF CONFIDENCE!

I GUESS YOU CAN SAY THIS IS THE "*NEW ME.*" WHAT D'YA THINK?

I...I THINK I KINDA LIKE HIM.

YOU HAVEN'T SEEN NOTHING YET.

...PATTON?

PATTON?!

NOBODY EVER NOTICED ME BEFORE. *YOU* NEVER NOTICED ME!

NO LONGER! NOW I AM STRONGER! I AM REBORN! I AM *SPIDER-MA--*

...AAAAH!

GET AWAY FROM ME!

LOOK WHAT YOU'VE DONE NOW.

GGGGGNNN

OH, GOD...OH, GOD NO...

I LOVE YOU, SARA JANE. I HAVE ALWAYS LOVED YOU.

HEEEEELP... MEEEEE... PLEEEEEASE...

NEVER HAD A GIRL IN MY ROOM BEFORE. SORRY FOR THE MESS.

PLEASE... PLEASE DON'T... HURT ME.

HURT YOU? HOW COULD I HURT YOU, SARA JANE?

I OWE YOU MY LIFE...MY NEW LIFE.

PLEEEEEEEASE... KILL MEEEEEEEEE...

I LEARNED TODAY THAT I AM A CARRIER.

I CAN... FEEEEL THEM... MOOOOOVING INSIDE...OF...

I NEED YOUR HELP, SARA JANE... I KNOW HOW YOU LOVE ANIMALS.

LOOK AT HOW MANY MOUTHS I MUST FEEEEEEEEEED.

I WANT YOU TO MEET MY OFFSPRING...EVERY LAST ONE OF THEM.

MEEEEEEEEEEEE...

HOW... DELECTABLE.

WHAT A FRESH TOTEM YOU ARE.

WHO ARE YOU?

A VERY INTERESTING QUESTION. YOU CAN CALL ME MORLUN... CONSIDER ME A SURPRISE *DINNER* GUEST.

YEEEEEAAAARGH!

I COULD SMELL YOU FROM THE FURTHEST DIMENSIONS...

AAAAARGH!

AS SOON AS I SENSED YOUR PRESENCE, I HAD TO FIND YOU... *FOR A TASTE.*

OH GOD OH GOD OH GOD...

MY, MY-- THIS MEAL HAS BITE!

OH GOD OH GOD OH GOD OH GOD OH GOD...

YOU'RE A MUCH YOUNGER TOTEM THAN THE REST. SO RAW.

CRRACK

RRRAAAARGGGGH!

SO UNRIPE--LIKE A PIECE OF FRUIT. YOU'LL MAKE A FINE APPETIZER FOR...

...THE FEAST OF THOUSANDS!

JUST A DREAM JUST A DREAM JUST A DREAM JUST A--

THE FOLLOWING DAY.

--DREAM.

SARA JANE...? YOU'RE GOING TO BE LATE FOR SCHOOL... YOU OKAY IN THERE?

NOT ALL OF US WERE BORN TO BE SUPER HEROES.

JUST A MINUTE, MOM!

IF YOU WERE GIVEN SUPERHUMAN ABILITIES, WOULD YOU USE THEM FOR GOOD?

IT'S JUST A DREAM JUST A DREAM JUSTADREAMJUSTA--

EVEN IF YOU'VE HEARD THE STORY A MILLION TIMES BEFORE...

...THERE'S ALWAYS NEW BLOOD TO SQUEEZE OUT FROM THE TALE.

AAA!

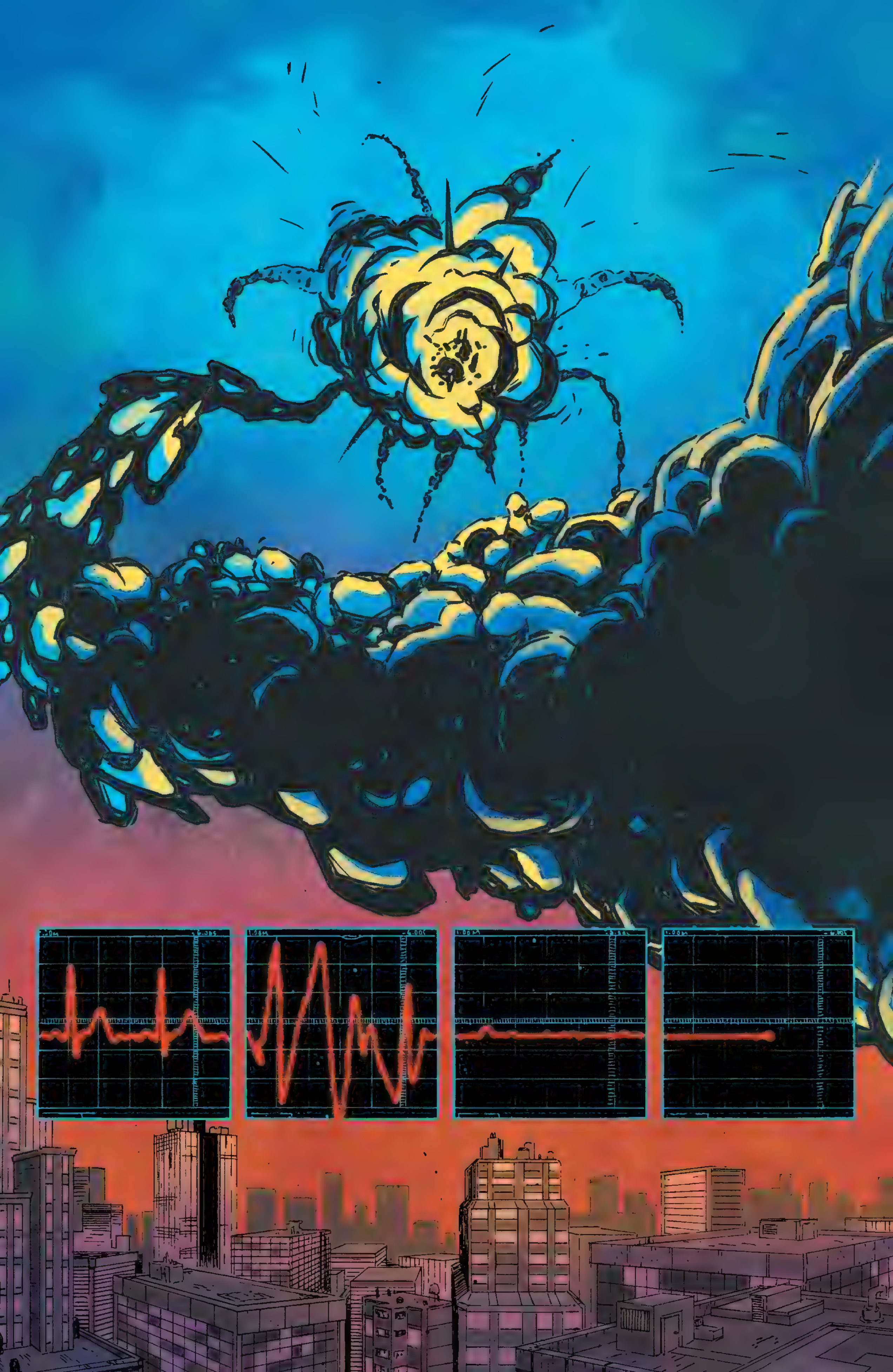
AAH!

THE END?

SP//dr

女性操縦士

EDGE OF SPIDER-VERSE #5



We've got a situation

"DID YOU HEAR WHAT HAPPENED?"

"WHO?"

Vitals zero
Brain-Death

"OH, MY GOD, THIS IS HORRIBLE!"

"HA!"

"THEY SAY HE HAD A DAUGHTER."

"THEY SAY HE LOVED THE CITY."

One thing's for certain:
SP//dr is still intact

PENI... I'M YOUR AUNT MAY AND THIS IS YOUR UNCLE BEN...
YOU'RE GOING TO BE LIVING WITH US FROM NOW ON.
WE KNOW YOU NEVER KNEW HIM--BUT YOU UNDERSTAND-- WHO YOUR FATHER WAS...
AND WHAT HAPPENED TO HIM...
MY FATHER WAS PART OF SP//dr.
MY FATHER IS DEAD.
UH... YES. YES, HE IS...
AND PENI, WHILE THIS MAY SEEM SUDDEN AND HARD TO PROCESS, YOU'RE THE ONLY ONE THAT CAN TAKE HIS PLACE IN THE PROGRAM.
IT'S A MATTER OF GENETICS, DEAR. COMPATIBILITY.
THEY TOLD ME IT'S GOING TO HURT...
...IF SP//dr ACCEPTS ME...

IT IS... *UNPLEASANT.*

HE'S ALREADY BEEN RELEASED INTO THE ROOM.

HE WILL HAVE FOUND YOU BY NOW...

HE'S *HERE...*

WILL HE BITE ME?

ONLY IF YOU LET HIM.

Five Years Later...

WHAT DOES IT ALL MEAN?!

WHAT TERROR DOES THE EYE PERCEIVE--? WHAT DREAD DOES IT PREFER--?!

YOUR LIVES ARE BORING---

MY ART IS PANIC.

YOUR LAWS?!

MY RULES!

GIVE ME WHAT I WANT...

BUT EVERYONE GETS HURT...

...EVERYONE GETS HURT.

PENI, YOUR UNCLE HAS REQUESTED THAT I REMIND YOU TO BE EXTREMELY CAUTIOUS OUT THERE--

THIS ONE ISN'T LIKE THE OTHERS.

THIS ONE TALKS A LOT.

HIS NAME IS MYSTERIO-- AND HE'S USING SOME SORT OF NERVE GAS WITH HALLUCINOGENIC PROPERTIES.

FILTERS?

THEY SHOULD PROTECT YOU, BUT KEEP AN EYE ON YOUR TOXICITY LEVELS.

CAN WE LISTEN TO MUSIC?

IT HELPS US FOCUS.

SURE... DINNER WILL BE WAITING FOR YOU--CHICKEN TIKKA?

AUNT MAY, I'M VEGETARIAN NOW.

NOW PLAYING: CULT SUMMER-- <FEAT. GLOSS>-- LOVE IS JUST A CRIME

RIGHT...

I'LL THINK OF SOMETHING.

GOOD LUCK.

REALITY--

YOUR LOVE IS DAMAGE--

I'M ATOMIC

I'M A TEENAGE WEAPON

SP//dr!

YOU'RE EVEN TALLER IN PERSON!

AUTOMATIC

SEMI-SONIC

REALLY IMPRESSIVE, I GOTTA--

I'M A TEENAGE WEAPON

--FZZZT!

GIVE ME NOTHING...

FILTRATION SYSTEM OVER CAPACITY--SPIKE IN BRAINWAVES--OVERLOAD--

PENI, KILL THE OPTICS AND FOCUS ON MY VOICE--

YOU'VE GOT TO GIVE YOUR SYSTEM TIME TO FLUSH THE BRAIN-TOXIN--

THE GAS ISN'T AFFECTING SP//dr--

GIVE UP VISUAL CONTROL AND USE YOUR PSYCHIC LINK--

MAKE ME NOTHING

I'M A TEENAGE WEAPON

BUT THE MUSIC...

SAFE INSIDE THE COLORS...

PENI--YOU'VE GOT TO STOP HIM BEFORE HE HITS YOU WITH ANOTHER BURST--YOU WON'T RECOVER--

DO IT!

AND I DON'T NEED YOUR LOVE BOY

MY VOICE--!

<END PLAYBACK>

...I HATE MY VOICE...

YOU DON'T KNOW ME...

I'M JUST A FAN...

BUT I COULD HAVE BEEN ANYTHING TO YOU.

DID YOU EVER GET THE MIX-DISC I MADE YOU?

XB.28

XB.28

...AND IT WAS THROUGH PIONEERING RESEARCH IN THE FIELD OF PSYCHO-GENETICS THAT OSCORP ROSE TO PROMINENCE.

AND IF--

--EXCUSE ME ONE MOMENT, CLASS.

YES?

I SEE...

PENI PARKER--?

--YOU ARE EXCUSED.

A

B

P

D

"YAPPIE FEET" ♡JSR

HE'S *HELPING* US?

BUT WHY WOULD MYSTERIO TIP US OFF?

UNHEALTHY ADMIRATION? RAID-POLICE FOUND THE WALLS COVERED IN CUTOUTS FROM *GENE-POP MAGAZINES,* YOURS INCLUDED...

I HATE THOSE THINGS.

I LISTEN TO JAZZ.

SO, BIOLOGICAL ENHANCEMENT...

MYSTERIO WASN'T JUST SOME TRUST-FUND TECHNO-ENTHUSIAST, HIS LEVEL OF INTELLIGENCE WAS ALTERED, *ENHANCED--* ALONG WITH HIS PHYSICALITY.

I DIDN'T NOTICE.

IF HE'S SAYING THAT SOMEONE IS BUILDING HOSTAGE-SQUADS OF ENHANCED CRIMINALS, WE NEED TO FIND OUT WHO--

OF COURSE...

...AND THEY WILL TELL US WHY.

I'M TIRED.

BUT UNTIL THEN, WE CAN EXPECT TO BE FACING MORE OF HIS TYPE OF CRIMINAL.

YOU'RE TOO YOUNG TO BE TIRED.

D... YOU KNEW MY DAD...

WAS HE A COOL GUY?

WELL... HE WAS CALM--

--AND HE NEVER HAD A WHOLE LOT TO SAY--

--BUT EVEN THROUGH THE MACHINE, YOU COULD FEEL A SADNESS--

--LIKE SOMETHING WAS *MISSING* FROM HIM.

BUT I THINK HE WAS PRETTY COOL.

OPEN UP--!

NO ONE LIVES!

NO ONE LIVES!

DO YOU THINK HE WOULD HAVE LIKED ME?

YES...

I THINK HE WOULD HAVE LIKED YOU VERY MUCH.

FEELS LIKE WE'VE BEEN BUSTING GANGS FOR WEEKS...

NO ANSWERS...

...MORE GUNSHOTS...

NYPD

...ALWAYS SHOUTING...

...JUST LOUD ALL THE TIME.

QUIET BREAKS, SHATTERS DOWN--

--SO THE CITY REACHES OUT.

LISTENS... WAITING...

ANOTHER STATION FOR A SIGNAL--

AND WE'RE ALL SOME KIND OF NOISE.

BE THE GOOD KIND, PENI.

MS. PARKER--UNIT IS SECURE--*ARE YOU HOPPING IN?*

NO...

I THINK I'LL MAKE MY OWN WAY HOME.

GET OUT OF THE WAY!

AHH! WHAT IS IT?!

MOVE!

THIS IS PROBABLY GOING TO BE WEIRD FOR YOU...

YOU FREAKED THOSE PEOPLE OUT, HAM...

THOSE PEOPLE FREAK *ME* OUT. DO YOU HAVE ANY IDEA HOW *FUNKY* YOU *GUYS* SMELL?

WHAT IS GOING ON?!

WE'RE BEING HUNTED-- *ALL OF US*

US?

SPIDER-*GIRLS*, SPIDER-*BOYS*, SPIDER-*PIGS*, *DOGS*-- *THINGS*--

BEING HUNTED, BEING *KILLED.*

YOU'RE ONE OF US AND THAT MEANS WE GOTTA GET YOU OUT OF HERE BEFORE THEY SHOW UP--*AND PRETTY MUCH WRECK THE PLACE.*

THEN WE'RE RUNNING OUT OF TIME--

HE TRUSTS YOU...

SO WILL I.

BUT WE HAVE TO GET MY SUIT--

I THOUGHT YOU SAID IT WAS A SUIT--

THIS IS SPEED-METAL!

WHAT'S IT CALLED?

WE'RE CALLED SP//dr AND WE PROTECT THE CITY.

LIKE MY FATHER, A SOLDIER--WHO DIED IN SERVICE OF HIS PEOPLE--

--WE WILL BE THIS, UNTIL TERMINAL FAILURE--

THAT'S FAIRLY *HARD-CORE.*

GATE'S OPEN--WE GOTTA SWING...

DOES THAT THING MAKE A LOT OF NOISE?

YEAH...

...THE GOOD KIND.

LET'S RAGE.

HI, I'M **LYLA**, MIGUEL'S LYRATE LIFE-FORM APPROXIMATION HOLOGRAPHIC ASSISTANT.

HERE'S THE DOWNLOAD ON **SPIDER-MAN 2099's** BACKSTORY.

MIGUEL O'HARA WAS A YOUNG GENETICS GENIUS EMPLOYED AT MEGACORPORATION **ALCHEMAX** IN THE FUTURE CITY OF **NUEVA YORK**. ONE OF HIS EXPERIMENTS, TO REPLICATE THE POWERS OF YOUR CURRENT SPIDER-MAN, WAS TURNED AGAINST HIM AND REWROTE HIS DNA TO MAKE IT **50% SPIDER!** HE GAINED **AMAZING POWERS** AND BECAME THE SPIDER-MAN OF THE YEAR 2099.

RECENTLY, SPIDER-MAN 2099 TRAVELED BACK TO THE EARLIEST DAYS OF ALCHEMAX (WHICH YOU CALL THE PRESENT) TO SAVE THE LIFE OF HIS GRANDFATHER TIBERIUS STONE AND GOT **STRANDED** IN 2014 IN THE PROCESS!

NOW, UNBEKNOWNST TO MIGUEL, ONE OF SPIDER-MAN'S OLD VILLAINS, A CREATURE NAMED **MORLUN**, IS HUNTING SPIDER-MEN ACROSS THE **MULTIVERSE** AND DEVOURING THEIR TOTEMIC ESSENCE. YUCK! SO IT'S NOT JUST OUR SPIDER-MAN 2099 WHO IS IN DANGER, BUT **ALL** OF THEM!

Earth-98120

YOU'RE FEELING UNEASY ABOUT WHAT, SPECIFICALLY?

I DON'T KNOW, CAP. I FEEL LIKE I'M BEING STALKED SOMEHOW.

STALKED? WELL, I'D KNOW ABOUT THAT.

DO YOU HAVE ANY SORT OF HISTORY OF COSMIC AWARENESS?

NOT THAT I'M, UH...AWARE, GEN.

WELL, DON'T WORRY. NO AVENGER EVER OPERATES ALONE, MIGUEL. IF SOMEONE DOES COME LOOKING FOR YOU, I ASSURE YOU THAT--

VWEEEEE VWEEEE

INTERNAL ALARMS!

LOOKS LIKE YOU MAY HAVE BEEN ON TARGET AFTER ALL.

LET'S FIRM UP, GUYS. IF SOMEONE'S COMIN' AFTER SPIDEY, THEY'RE GONNA FIND MORE OF A FIGHT THAN THEY BARGAINED F--

RABLAAAM

EXCELLENT.

HOW NICE THAT YOU WOULD BE WAITING FOR ME.

AND YOU HAVE COMPANY. SPLENDID.

TAKE HIM DOWN!

UNLIKELY.

GETTIN' *LIKELIER* BY THE SECOND!

NOT REALLY, NO.

WHAM

OOOOFFF!

UNNHHH!

A COSMIC OPPONENT. HOW MARVELOUS.

NO. NOT MARVELOUS. YOU TASTE...ANCIENT. RECYCLED.

BUT FORTUNATELY FOR YOU...

...YOU'RE NOT WHO I CAME FOR!

YOU, MY DEAR FELLOW, ARE THE MAIN FEAST. THE REST OF THEM WERE SIMPLY APPETIZERS.

NO!

YESSSSSS!

ARRRRHHH--!

UNNHHHH!

SOMETHIN' HAPPENED! HE STOPPED FOLLOWIN' US!

GOOD! GOOD RIDDANCE!

Earth-616.

WHAT THE SHOCK *WAS* THAT?!

FELT LIKE SOMEONE WAS DRIVING AN ICE PICK THROUGH MY SKULL!

BETTER HIT RIGHT WITH THIS, BECAUSE MY HEAD'S FEELING TOO SCRAMBLED TO CONCENTRATE ON GLIDING RIGHT NOW

HE *WEBBED* US! GIMME SOMETHING TO CUT IT! HURRY! *HURRY!*

GOTTA ADMIT, ROBBING A BANK WITH A HELICOPTER IS AN EFFICIENT MEANS OF GETTING AWAY.

AND I'LL BE DAMNED IF I LET A SPLITTING HEADACHE ENABLE THEM TO ESCAPE.

HAH!

"HAH" RIGHT BACK AT YOU

THEN...

WE PUT A FAST END TO THIS

POW

KRUUNK

AND THEN WE LAND THIS THING ON THE NEAREST ROOFTOP AND LEAVE THESE GUYS WEBBED UP FOR THE COPS.

AFTER WHICH I CAN GET TO WORK AT THE JOB I ACTUALLY GET PAID FOR.

HMM. PRIMITIVE TECHNOLOGY. SHOULDN'T BE TOO TOUGH A DEVICE TO LAND.

BUT THAT'S NOT THE PROBLEM. THE PROBLEM IS, WHAT JUST HAPPENED TO ME IN MIDAIR?

I FELT LIKE I... I...

DIED.

LIKE SOMEBODY KILLED ME.

WHAT'S THE OLD LINE? ABOUT WHISTLING ON SOMEONE'S GRAVE?

FELT LIKE SOMEONE PLAYED AN ENTIRE CONCERTO ON MINE.

EXCEPT HERE I AM, SAFE AND SOUND.

SO WHAT THE HELL CAUSED ME TO FEEL LIKE THAT?

Earth-98120.

THANK YOU FOR YOUR CONTRIBUTION, SPIDER-MAN. THIS WAS A SUPERB--

WHAT IN THE--?

WELL, I'LL BE.

IT SEEMS WE HAVE A WITNESS.

I WAS NOT EXPECTING THIS.

THE FUTURE SPIDER-MAN IN EXHILE, I BELIEVE.

HOW MARVELOUS.

YES, BY ALL MEANS, *RUN*.

IT'S ALWAYS SO MUCH MORE EXCITING WHEN YOU RUN. I HAVE ANOTHER STOP TO MAKE, BUT THEN I'LL BE ALONG.

HOLD IT, MURDERER! YOU'RE NOT GOING ANYWHERE!

AND YOU'RE GOING TO STOP ME? HOW CHARMING.

FOOOOOM

CRIPES. WHO THE HELL WAS THAT GUY?!

HE'S THE MAN WHO MURDERED SPIDER-MAN.

COME ON. LET'S GET GENIS TO SICKBAY.

AT LEAST HE CAN BE SAVED.

AND WHAT ABOUT SPIDEY'S MURDERER?

WE DO RESEARCH. WE INVESTIGATE. WE TRY TO TRACK HIM DOWN.

YEAH? 'CAUSE I GOT ME A FUNNY FEELING THAT HE'S LONG GONE. THAT WE MAY NEVER EVEN SEE HIM AGAIN.

PART OF ME IS WORRIED THAT YOU'RE RIGHT.

AND THE REST OF YOU?

I HATE TO ADMIT IT...

...BUT I'M ALMOST GLAD.

MY GOD. IT'S WORSE THAN I THOUGHT.

IN ATTEMPTING TO REACH OTHERS OF ME, I MAY HAVE WOUND UP LEADING MORLUN RIGHT HERE.

Earth-6375.

AND... THAT WOULD BE BAD?

YES, MJ. VERY BAD. VERY, VERY BAD.

BUT, I MEAN...THIS MORLUN GUY. HE'S A VILLAIN, RIGHT? BUT YOU'VE BEAT TONS OF VILLAINS.

HE'S NOT JUST ANY VILLAIN. THAT'S WHAT I'M TRYING TO TELL YOU.

YOU'RE NOT AFRAID OF HIM...?

YES. THAT IS EXACTLY WHAT I AM, AND I'M NOT AFRAID TO ADMIT IT.

I FIRST BECAME AWARE OF HIM WHEN I WAS ADVENTURING WITH THE *EXILES*. OUR PATHS NEVER ACTUALLY CROSSED, BUT I FOUND OUT HE EXISTED.

HIM AND THE OTHERS.

WHAT OTHERS?

THAT'S NOT IMPORTANT NOW. WHAT'S IMPORTANT IS, WE'VE GOTTA GET OUT OF HERE.

AND GO WHERE?

AND WHAT'S WITH THE HEADBAND?

THE HEADBAND IS PART OF THE EXILE TECH. IT'S HOW I WAS GOING TO GET IN TOUCH WITH THE OTHERS OF ME.

OF YOU? *WHAT?!*

IT DOESN'T MATTER.

IT REALLY DOES!

THERE'S OTHERS OF ME. OTHER MIGUELS IN OTHER TIMELINES.

I WAS TRYING TO REACH OUT TO THEM MENTALLY. STRENGTH IN NUMBERS, Y'KNOW?

MAYBE CREATE A KIND OF MUTUAL BOND. I WAS MAKING HEADWAY, BUT NOW IT MAY BE TOO LATE.

BUT I DON'T UNDERSTAND! WHY TOO LATE?
I DON'T HAVE TIME FOR TH--
WHY?
BECAUSE HE'S KILLING US ALL! OKAY? THERE'S BARELY ANY OF US LEFT!
MY GOD! WHY...WHY WOULD HE--?
BECAUSE THAT'S WHAT HE DOES! I DON'T KNOW WHY. FRANKLY, THE WHYS MATTER MUCH LESS THAN THE FACT THAT HE'S DOING IT!
SO I'M GRABBING SOME OF THE LEFTOVER TECH FROM WHEN I WAS IN THE EXILES IN HOPES THAT MAYBE, MAYBE, I CAN PUT IT TO SOME USE.
BUT IT WON'T BE HERE.
WELL, WHERE, THEN--?
616.
WHAT?
EARTH-616. IT'S THE ONLY EARTH WHERE HE MIGHT BE AFRAID TO GO.
WHY?
BECAUSE HE DIED THERE.
THEN HOW IS HE ALIVE NOW?
HE JUST IS, AND STOP ASKING QUESTIONS, OKAY?
OKAY, FINE. FINE. BUT YOU NEED TO KNOW THIS: I'M COMING WITH YOU.
YOU CAN'T, MJ. IT'S TOO DAN--
IF YOU TELL ME IT'S TOO DANGEROUS, I'LL SLAP YOU. UNDERSTOOD?
UNDERSTOOD.

I DON'T UNDERSTAND.

Alchemax. Earth-616.

WE PULLED THE SCORPION OUT OF JAIL FOR THE TRANS-SABAL JOB. ARE THERE ANY OTHER CRIMINALS RUNNING AROUND ON ALCHEMAX PROPERTY?

THERE MIGHT BE, MIKE. I HAVEN'T BEEN THOROUGH IN GOING OVER OUR PERSONNEL.

TIBERIUS, WE CAN'T BE DOING THIS KIND OF THING! WE CAN'T BE USING OUR INFLUENCE TO SPRING CRIMINALS FROM JAIL!

WELL, WHAT WOULD YOU HAVE US DO, MIKE?

I'M NOT SURE IF YOU'VE NOTICED, BUT THERE ARE CURRENTLY NO EXISTING FACILITIES IN NEW YORK CITY TO ACCOMMODATE THOSE INDIVIDUALS COMMONLY REFERRED TO AS SUPER VILLAINS.

AND I CAN ASSURE YOU THE PLACES THAT THEY'RE JAILED ARE HAPPY TO COOPERATE WITH US ON WORK RELEASE PROGRAMS.

BUT THAT'S INSANE!

THEN WHAT WOULD YOU PREFER?

I DUNNO! BUILD A JAIL!

EXCUSE ME?

ARE YOU SUGGESTING WE GET INTO THE JAIL BUILDING BUSINESS?

WELL, WHY NOT? SOUNDS CONSTRUCTIVE TO ME.

IT'S A PROJECT THAT WOULD ACTUALLY HELP THE CITY FOR ONCE.

WE MIGHT EVEN GET SOME POSITIVE WRITE-UPS FOR IT!

"ALCHEMAX LEADS THE WAY TO MAKING CITY SAFER!"

"NO MORE WORRIES ABOUT BREAKOUTS!" SAYS COMPANY HEAD LIZ ALLAN.

CONSIDERING PARKER INDUSTRIES JUST FAILED ATTEMPTING THIS VERY THING, I HAVE TO ADMIT IT'S AN ATTRACTIVE NOTION.

I LIKE THIS IDEA, TIBERIUS.

GOD KNOWS SUPER-POWERED MONSTERS HAVE MADE MY LIFE MISERABLE ENOUGH.

IT MIGHT BE NICE TO HAVE A SECURE FACILITY SO WE DON'T HAVE TO WORRY ABOUT THEIR BREAKING OUT ANYMORE.

I HAVE TO ADMIT, IT HAS POTENTIAL.

I'LL PUT TOGETHER A COMMITTEE AND DRAW UP SOME PLANS.

GOOD IDEA, MIKE. GOOD THINKING.

IT JUST SEEMS A LOGICAL THING TO--

AAAARRRHHH!

Earth-96099.

MIGUEL! MIGUEL!

YOU'RE HIS FATHER, YES?

WHAT HAVE YOU DONE TO MY SON?!

I'VE EATEN HIM. ISN'T IT OBVIOUS?

I'LL KILL YOU! I'LL KILL YOU!

YOU'LL TRY. YOU'LL FAIL.

ME, ON THE OTHER HAND--

I DON'T FAIL.

EEEYAAAA

SNAAAP

WHAT'S WRONG?!
IT'S ANOTHER ME! A YOUNGER ME! HE...
OH, GOD! I CAN FEEL IT OVER THE HEADBAND! HE--
TAKE THE DAMNED THING OFF!
NO! IT'S HELPING ME TO KNOW WHERE MORLUN IS!
STAND BACK! I'M GOING TO ACTIVATE THE PORTAL!
ARE YOU SURE ABOUT THIS?
NOT REALLY. BUT IT CAN'T HURT TO FIND OUT.
IT'LL TAKE ABOUT FIVE MINUTES TO GET IT FULLY POWERED UP, AND WE MIGHT BLACK OUT THE ENTIRETY OF LAS VEGAS.
JEEZ.
YEAH, WELL, THAT'S THE WAY THAT GOES.
JUST FIVE MORE MINUTES AND WE'LL BE GONE.
YOU SURE ABOUT THIS, MJ?
I'VE NEVER BEEN MORE SURE OF ANYTHING IN MY LIFE.
IF WE'RE LUCKY, IT'LL TAKE US STRAIGHT TO THE 616 MIGUEL O'HARA...
WHERE ARE WE GOING TO WIND UP, ANYWAY?
WHEREVER HE IS.

MIKE, THERE'S A DOCTOR'S OFFICE ON THE 21st FLOOR! I WANT YOU TO GO THERE IMMEDIATELY!

RIGHT. I'M ON IT.

SEE? I'M GOING. I'LL BE FINE.

LYLA, BIO-SCAN. WHAT THE SHOCK'S WRONG WITH ME?

YOU ARE DISPLAYING EXTREME SIGNS OF STRESS, MIGUEL. ALSO, YOUR LIVER ISN'T IN GOOD SHAPE. HAVE YOU BEEN DRINKING TOO MUCH?

MY LIVER ISN'T GOING TO CAUSE MY HEAD TO SPLIT! WHAT'S WRONG WITH MY HEAD?!

I CANNOT PERCEIVE ANY MEDICAL REASON FOR YOUR DISTRESS.

OKAY... OKAY, IF IT'S NOT MEDICAL...THEN IT'S PROBABLY SPIDER-RELATED SOMEHOW.

HOW DO YOU KNOW?

BECAUSE WHENEVER MY LIFE GOES TO HELL, IT'S ALWAYS SPIDER-RELATED.

AND I WON'T FIND A CURE FOR IT IN A DOCTOR'S OFFICE.

GONNA HAVE TO FIND IT ELSEWHERE.

LOSE THE CLOTHING HOLOGRAM.

YES, MIGUEL.

NOW WHAT?!

WHAT THE SHOCK IS THAT?!

IT APPEARS TO BE AN ENERGY APERTURE OF SOME SORT.

I KNOW THAT!

THEN WHY DID YOU ASK?

I WASN'T... OH, NEVER MIND.

IS THAT--? THAT'S--

IT'S ME! I DID IT! I--

NOOO!

HOLY CRAP! I KNOW HIM! THAT'S MORLUN!

BUT...BUT HE'S DEAD! HISTORY *SAYS* THAT HE'S DEAD!

HOW THE HELL IS HE ALIVE AND HOW CAN HE BE KILLING ANOTHER ME?!

THE PAIN...IT'S OVERWHELMING ALL I CAN DO NOT TO FALL OVER...

THIS IS INSANE! I DON'T UNDERSTAND ANY OF THIS!

YOU WANT A FIGHT? COME ON! LET'S GO!

HE STANDS THERE FOR WHAT SEEMS FOREVER BUT COULDN'T BE MORE THAN A SECOND OR TWO AND I COULD BE WRONG I COULD BE IMAGINING IT BUT HE LOOKS...

AFRAID

AND THEN, JUST LIKE THAT THE PORTAL'S GONE, AND I'M ALONE ON THE ROOF...

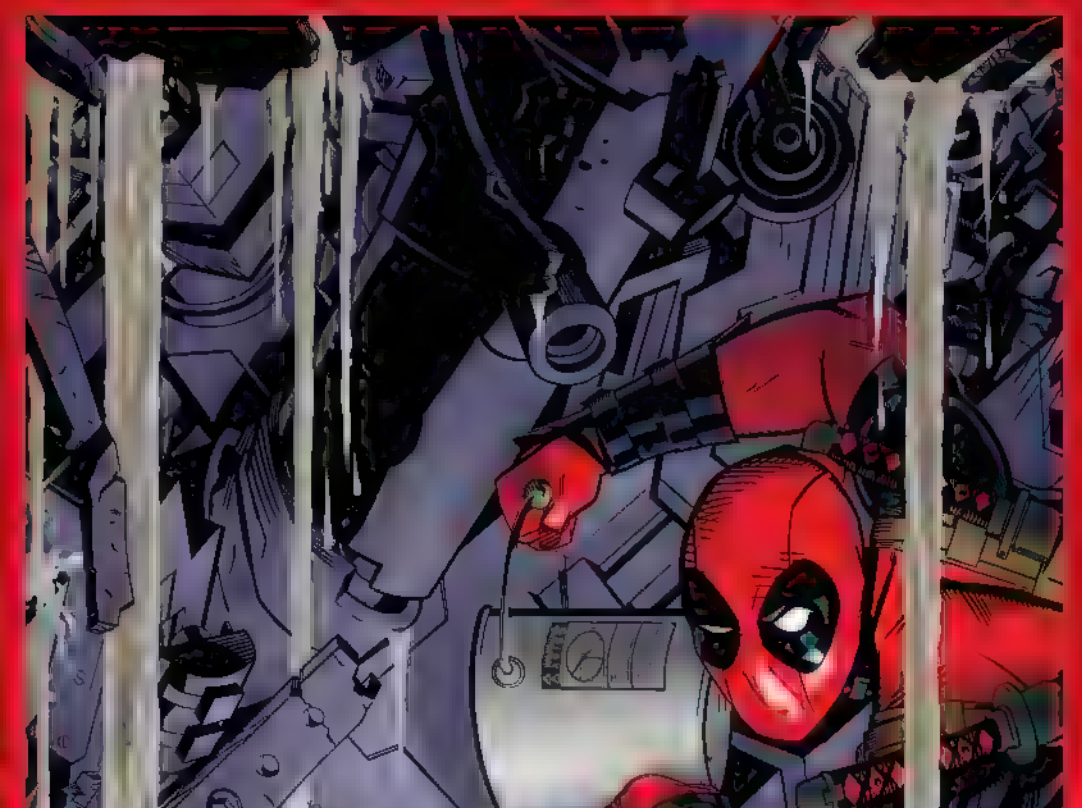
...WITH A BODY THAT ISN'T EVEN RECOGNIZABLE AS ME ANYMORE...

I'VE GOT TO STASH THIS SOMEWHERE, AND THEN...

I'VE GOTTA FIND PETER PARKER

Amazing Spider-Man #7 variant by **Javier Pulido**

Amazing Spider-Man #7 variant by **Gary Choo**



Amazing Spider-Man #7 Deadpool 75th Anniversary variant by **Michael Golden**

Amazing Spider-Man #7 Hasbro variant

SPIDER-VERSE TEAM-UP #1
"THE POWER OF POSITIVE THINKING"
"THE LUCK OF THE PARKERS"

Earth-94

REALLY, VULTURE? HOW MUCH LONGER ARE YOU GONNA EMBARRASS YOURSELF LIKE THIS? EVEN SEAN CONNERY KNEW WHEN TO HANG IT UP. AND YOU, SIR, ARE NO CONNERY.

YOU SHOULD BE IN A RETIREMENT COMMUNITY. I HEAR THERE'S THREE LADIES FOR EVERY DUDE. 'CAUSE, Y'KNOW, THE DUDES TEND TO CROAK, BUT HEY...THERE ARE WORSE WAYS TO GO, RIGHT?

YOU HAVE NO IDEA WHAT IS COMING.

BUT THE MISTRESS WILL SHOW YOU, SOON ENOUGH.

DUDE! WHAT'S WITH YOUR TEETH? IF SOMEONE IN PRISON TOLD YOU THAT'S WHAT THE KIDS ARE DOING NOW, THEY LIED.

THWIP

MRRFF!

AAGH!

SHKRB

HE WANTED SHARP TEETH BECAUSE THE MASTERS ONLY FEED ON A SPIDER'S *ESSENCE*.

THE POWER OF POSITIVE THINKING

THEIR BODIES ARE OURS.

HOLY--!

A FLOCK OF VULTURES?

WORST NEW WAVE BAND NAME EVER.

WH-WHO ARE YOU? WHAT ARE YOU?

HUNGRY.

CHEW ON THIS.

KRAK

YEAH, NO EATING SPIDERS. IT'LL BE HIM, AND THEN ME...

THWIP

...AND IT AIN'T KOSHER TO TAKE A BITE OUTTA THE SPIDER-HAM!

OKAY.

NOW I *KNOW* I'M DREAMING.

GET UP, KID. THIS IS NO DREAM. YOU MOVE, OR YOU DIE.

UM... THAT'S A CARTOON PIG.

WHAT'RE YOU, PREJUDICED?

KRAK

INTERLOPERS! FOR DISRUPTING HER HUNT, MISTRESS VERNA WILL MAKE YOUR AGONIES LAST FOR *HOURS!*

VULTURE...

...HANDS OFF.

KRAK

GRAAHH!

OH MY GOD!

YOU BROKE HIS ARM! HE'S AN OLD MAN, AND YOU JUST SNAPPED IT LIKE--LIKE--

AND NOW THEY'RE... *EATING* HIM?

VERNA DOESN'T FEED 'EM MUCH.

VERNA WHO?! THIS IS NO DREAM. IT'S A *NIGHTMARE.*

NONE OF THEM ARE ANY VULTURE YOU MIGHT HAVE FOUGHT BEFORE. THEY'RE SLAVES TO VERNA OF THE *INHERITORS*. HER HUNTING DOGS.

WE CAN HANDLE THEM. BUT WE NEED TO GET OUT OF THIS DIMENSION BEFORE *SHE* SHOWS UP, OR IT'S ALL OVER.

FIRST THEM AND THEN TWO OTHER *SPIDEYS*.

I THOUGHT IT WAS CLONES, BUT YOU'RE YOU'RE FROM PARALLEL WORLDS, AREN'T YOU? *NASTY* ONES.

WELL, I DON'T KNOW HOW THINGS ARE WHERE YOU CAME FROM, BUT FOR ME, THINGS ALWAYS WORK OUT.

EVEN DURING MY DARKEST HOUR, WHEN IT LOOKED REALLY BAD, I--

THERE'S NO TIME FOR YOUR LIFE STORY, *BEN REILLY*. I KNOW IT, ANYWAY.

THWIP

HEY! HOW'D YOU KNOW--OH, WAIT. YOU'RE ME, RIGHT? AN OLDER, CRANKIER VERSION, FROM THE SOUND OF YOUR VOICE.

IT'S COMPLICATED. I'LL MAKE IT SIMPLE: WE NEED YOU. BUT WE NEED YOU READY FOR *WAR*.

THIS IS NOT LIKE ANYTHING YOU'RE USED TO. COUNTLESS SPIDER-TOTEMS HAVE DIED ALREADY, AND IF YOU DON'T MAN UP, YOU'RE NEXT!

I TOLD YOU HE WOULDN'T TAKE US SERIOUSLY.

MAY I REPEAT: YOU'RE A *CARTOON PIG*.

YEAH. AND HE GOT IT FASTER THAN YOU.

WHAT, I'M SUPPOSED TO BELIEVE *HE'S* DOWN WITH THE ARM-SNAPPING?

HEY, WHERE I COME FROM, AN ANVIL TO THE HEAD IS A FLESH WOUND. YOU PEOPLE ARE SO FRAGILE.

AGREED. AND SUCCULENT.

GGH!

SHK

SHK

SHK

C-CAN'T MOVE...

A SHORT-LIVED PARALYTIC, COATING THE KNIVES. IT WON'T DO ANY LASTING HARM. THAT'S FOR MISTRESS VERNA.

BUT WE CAN NIBBLE ON NONESSENTIAL PARTS UNTIL SHE GETS HERE.

CARE TO TENDERIZE THEM WITH YOUR ACID SPIT?

I CAN'T SO MUCH AS TWITCH MY TAIL!

Y-YOU IDIOT. YOU'VE KILLED US ALL!

N-NO...

NO!

TEK

SSSS

AAGGH!

SAVAGE! MONSTER! YOU'VE *DISFIGURED* ME!

IT WAS AN ACCIDENT--

THEN ACCEPT MY APOLOGIES FOR *THIS!*

NNRAAH! I'LL KILL YOU!

I'VE GOT A BETTER IDEA.

JUST WRAP IT UP.

OUCH. EVEN TO ME, THAT'S CORNY.

NICE GOING, PAL. HOW'D YOU MANAGE TO MOVE?

WHAT, YOU NEVER OVERCAME IMPOSSIBLE ODDS? THIS IS NOTHING. WHEN I WAS POSSESSED BY THE *CARNAGE SYMBIOTE*--

WE DON'T NEED TO HEAR THE STORY. WHAT WE NEED TO DO IS GO.

HOLD ON. SHOULDN'T WE CALL THE COPS ABOUT THESE GUYS?

VERNA WILL DEAL WITH THEM MORE HARSHLY THAN THE POLICE EVER COULD.

YEAH, SPEAKING OF HER. IF SHE'S AS BAD AS YOU SAY, I CAN'T LEAVE MY CITY UNPROTECTED.

HER PEOPLE ARE ONLY INTERESTED IN SPIDERS. SHE WON'T STICK AROUND.

THIS WORLD'S PETER PARKER IS POWERLESS, RIGHT?

YEP.

THEN THERE'S NOTHING TO KEEP HER HERE. OR US.

OH, WOW. LOOK AT THIS PLACE.

WAIT UNTIL YOU MEET THE LANDLORD.

GET A LOAD OF HIM. I'VE SEEN PUPPIES MORE JADED THAN THAT GUY. HE'S NOT EVEN CLOSE TO HAVING HIS GAME FACE ON.

WE SHOULD FIND ANOTHER VERSION OF HIM THAT'S HAD A TOUGHER TIME OF IT.

AN HOUR AGO, I WOULD'VE AGREED WITH YOU. BUT NOW I'M NOT SO SURE. HE OVERCAME THE PARALYSIS WHEN NEITHER OF US COULD...*BECAUSE* OF HIS OPTIMISM.

THERE MIGHT BE THINGS HE CAN DO JUST BECAUSE HE DOESN'T SEE LOSING AS A POSSIBILITY. HE'LL RUSH INTO THE LION'S DEN, CONFIDENT IT'LL ALL BE OKAY.

I GUESS... BUT HE DOESN'T UNDERSTAND WHAT WE'RE UP AGAINST. HE'LL GET SMOKED. *HONEY-BAKED*, EVEN.

AT LEAST HE'LL DIE AMONG FRIENDS.

IF THE FUTURE HE'S GOT IN STORE IS ANYTHING LIKE *OTHER* BEN REILLYS I'VE SEEN, THAT'S PRACTICALLY A MERCY. ANYWAY, WE'RE *ALL* DEAD MEN WALKING.

New York City, 2014.
ANOTHER REALITY...

WHEN I BECAME THE SPIDER-MAN, I THOUGHT I WAS UNIQUE.

THAT WAS BEFORE I WAS PLUCKED OUT OF MY OWN TIME BY A FUTURE SPIDER-MAN.

IT SEEMS THERE ARE SPIDER-MEN SCATTERED ACROSS AN INFINITE NUMBER OF REALITIES.

...LIKE THIS SIX-ARMED MARVEL I'VE BEEN PARTNERED WITH.

AL HOSP

OUR SELF-APPOINTED SUPERIOR SENT US OFF TO FIND AND ENLIST THIS WORLD'S SPIDER-MAN FOR A WAR AGAINST A CLAN OF MURDEROUS "INHERITORS" WHO WANT TO WIPE US ALL OUT.

BUT THIS PETER PARKER IS IN NO SHAPE TO HELP.

JUST OUR LUCK...

"The Luck of the Parkers"

ACCORDING TO LOCAL NEWS MY PHONE ACCESSED, THIS PETE HAD A HUGE ALLERGIC REACTION TO HIS SPIDER-BITE.

HE'S BEEN ON LIFE SUPPORT FOR WEEKS. THAT ARM OF HIS IS A WEIRD SIDE-EFFECT.

AND HERE'S A BIT OF IRONY...

"...HIS AUNT AND UNCLE HAVE PRACTICALLY BEEN LIVING HERE.

"AND DURING THE VIGIL, THEIR HOUSE WAS BURGLED..."

...SO THIS PETE'S CONDITION LED TO HIS UNCLE BEN NOT BEING KILLED.

THEN AT LEAST HE DID SOME GOOD.

WE SHOULD GO.

NOTHING MORE FOR US TO DO HERE.

IT'S NOT THAT SIMPLE. THIS PETE IS STILL A SPIDER-TOTEM, SO HE'S STILL A TARGET.

HE'LL STILL EVENTUALLY ATTRACT KARN, OR HIS CRAZY SIBLINGS.

WE CAN'T LET THE BAD GUYS CLAIM MORE LIFE FORCE! BESIDES, MAY AND BEN--AND WHO KNOWS HOW MANY OTHERS--COULD BE INJURED.

RIGHT. CAN'T LET THAT HAPPEN.

MAYBE WE SHOULD JUST PUT THE POOR LITTLE FREAK OUT OF HIS MISERY--!

HEY! I KNOW YOU'RE FROM THE 1930s, BUT WE DO NOT USE THE F-WORD HERE! GOT THAT?

SORRY, KID--I MEANT NO OFFENSE.

KID?! LOOK, "BOGART"--

--I'M AS MUCH A SPIDER-MAN AS YOU. AND WE'RE NOT PUTTING LI'L PETE "OUT OF HIS MISERY."

SNAP!

I HAVE AN IDEA. YOU WEARING THAT TRANSCEIVER I GAVE YOU?

YES. AND IT MAKES MY EAR ITCH.

LIVE WITH IT. YOU STAY AND STAND GUARD--

--I'LL BE IN TOUCH.

NOT SO LOUD, OKAY?

AMAZING. THE LAST I SAW OF HOME WAS THE '39 WORLD'S FAIR. THE THINGS I'VE SEEN SINCE PUT THAT "WORLD OF TOMORROW" TO SHAME.

I WONDER WHAT THE KID HAS UP HIS SLEEVES.

THAT'S IT. KEEP GOING.

... LEAVING THE LAB NOW. MEET YOU IN THE CAFETERIA.

NOW LET'S FIND LI'L PETE'S BLOOD WORK...

AH, THERE IT IS.

NOW IF THIS LAB HAS THE CHEMICALS I NEED, WE'RE IN BUSINESS...

I DON'T REMEMBER MY AUNT MAY OR UNCLE BEN EVER LOOKING SO YOUNG

IN MY DAY, PEOPLE TRIED TO LOOK OLDER IN THESE FUTURE WORLDS, EVERYONE TRIES TO LOOK YOUNGER.

YOU THERE, BOGART?

WHY DOES HE KEEP CALLING ME THAT?

WHERE ELSE WOULD I BE? WHERE ARE YOU?

HOW MUCH LONGER DO I HAVE TO--

--WAIT!

THAT TINGLING SENSATION-- THERE'S DANGER NEARBY...

...INSIDE THE HOSPITAL?!

BEN! HE'S MOVING!

THANK GOD.

PETER, CAN YOU HEAR US?

OH, NO-- NO!

ZZAK-AK-AK

OUR "TWIN" IS CONVULSING! HE'S SMASHING EVERYTHING--

--ALL THESE BUCK ROGERS MACHINES!

LIGHTS ARE DIMMING--!

HERE, TOO.

OH, MAN...

"...THIS CANNOT BE GOOD."

DOCTOR! COME QUICK!

PETER...?

UURRGH?!

NO. NOT GOOD AT ALL

KRISH

DO US ALL A FAVOR...

OH--!

...DON'T FIGHT THIS.

KID, DO YOU READ ME? OUR TWIN'S AWAKE AND...

...AND CHANGING! I'M GETTING HIM OUT OF HERE.

WHAT? WHERE'RE YOU TAKING HIM?

FOR NOW? THE ROOF!

LORD, HE'S STRONG! HE'S RIPPING FREE OF MY WEBBING AS IF IT'S TISSUE PAPER.

TRY TO STAY CALM, PETER.

I KNOW THIS IS WEIRD FOR YOU. IT'S WEIRD FOR ALL OF US.

PRAURRH!

KID? I COULD USE SOME HELP ABOUT NOW--!

HERE I COME TO SAVE THE--

--WHOA!

THAT'S LI'L PETE?!

NOT SO LITTLE ANYMORE.

HI, GUY!

GOT YOUR NOSE!

OOP, SORRY! SOMEONE BEAT ME TO IT!

WHAT IS HE UP TO...?

DON'T LOOK NOW, BUT THERE'S A SPIDER ON YOUR BACK!

URR?

RELAX. THIS'LL BE OVER BEFORE YOU KNOW IT!

OR NOT.

GRAUHR!

OH BOY.

GO LIMP! I'LL-- WUNGH!

THAT... COULD HAVE GONE BETTER.

LIKE TRYING TO CATCH AN OCTOPUS

YEAH. AND IT'S TOO BAD.

HEY, WHAT'RE YOU DOING?

WHAT I'D WANT SOMEONE TO DO FOR ME.

NO!

NO GUNS! JUST CHILL--

--LOOK!

WHAT THE DEVIL--?!

HE'S MOLTING, BOGART--

--AND FALLING!

I'LL BE DAMNED.

UPSY-DAISY!

IS HE...?

SEE FOR YOURSELF.

PETER...?

WHA...? WHO...?

THINK OF US AS COUSINS.

AW, POOR GUY...

...HE'S ALL TUCKERED OUT.

BUT HE'S GOING TO BE OKAY?

BETTER THAN OKAY! HE'S NORMAL! SCANS SHOW NO SIGN OF THE SPIDER-ESSENCE. IT'S GONE!

GIVE ME A HAND. I'LL WEB HIM A LITTLE COT.

CRAZY SERUM ACTUALLY WORKED.

YOU SEEM SURPRISED. WASN'T THAT YOUR PLAN?

WELL, SURE, BUT...

HOLD THE PHONE.

OUR SPIDER-SENSES GIVE US WARNING AND JUST ENOUGH TIME TO TAKE COVER.

EVERYONE STAY BACK UNTIL--!

PETER!

IS HE...?

PULSE IS STRONG. BREATHING STEADY.

WHAT DID YOU MEAN BY "SURE, BUT..."?

I HOPED THAT THE SERUM I WHIPPED UP WOULD WORK...

...IT WAS SORT OF A GAMBLE.

HOW BIG A GAMBLE?

I'D MADE A SIMILAR SERUM ONCE BEFORE, IN AN ATTEMPT TO WIPE OUT MY OWN SPIDER-POWERS, BUT...WELL...IT JUST GAVE ME THESE EXTRA ARMS INSTEAD.

WHAT?!

SINCE LI'L PETE IS YOUNGER AND THE SPIDER DNA HADN'T COMPLETELY ALTERED HIS CELLS, I FIGURED THE ODDS WERE IN HIS FAVOR.

AND IT WORKED. WE GOT LUCKY.

REAL LUCKY. NOTHING HERE TO ATTRACT KARN NOW...EXCEPT US. TIME TO ACTIVATE THE PORTAL--

--AND MOVE ON.

I DONT KNOW WHAT OUR SUPERIOR WILL THINK...

BUT I'M CALLING THIS A *VICTORY*. THE INHERITORS HAVE ONE LESS TARGET AND, IN AT LEAST *ONE* REALITY...

...THE PARKER FAMILY HAS A *HAPPY ENDING*.

SPIDER-VERSE #1
"ENTER THE SPIDER-VERSE" / "THE MANY"
"STEAMPUNK LADY SPIDER" / "LATE FOR A DATE!"
"PENELOPE PARKER" / "NEWSPAPER SPIDER-MAN"

OUR LIVES ARE LAID OUT LIKE A VAST TAPESTRY...

SOME DAY THEY'LL BE SORRY!

SORRY THAT THEY LAUGHED AT ME!

SCIENCE EXHIBIT

EXPERIMENTS IN RADIO-ACTIVITY

OPEN TO THE PUBLIC

ROOM 30

...THAT FOLLOWS THE SAME FAMILIAR PATTERNS AGAIN AND AGAIN.

AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...

AMAZING!

THOUGH SOMETIMES THERE'S A *TWIST* IN THE TALE...

HEY THERE, PETEY.

UNCLE BEN! WHAT'RE YOU DOING HERE?

...AND ALL THE STRANDS REWEAVE THEMSELVES IN STRANGE AND WONDERFUL NEW WAYS.

WELL, I KNOW HOW MUCH THIS LIGHT SHOW MEANS TO YOU, SO I LEFT WORK EARLY SO I COULD SEE IT WITH YOU.

NOW I DON'T GET MUCH A' THIS PHYSICS STUFF, BUT WHO KNOWS...

...WHEN YOU EXPLAIN IT TO ME, MAYBE I'LL GET BIT BY THE "SCIENCE BUG" TOO.

I KNOW FOR I AM THE ONE WHO PULLS AT THESE THREADS.

I AM THE MASTER WEAVER...

...AND THIS IS THE WEB OF LIFE AND DESTINY.

IT SPANS AND SPINS INTO EVERY WORLD THAT IS, WAS, OR WILL BE.

SPINNING AND SPINNING UNTIL EACH LAST SKEIN IS SEVERED.

I CAN SEE COUNTLESS LIVES TRAPPED IN ITS THREADS. AND YET I CAN ALSO SPY...

...THOSE RARE SOULS WITH THE POWER TO WALK ALONG ITS SILKEN STRANDS...

...AND THE RESPONSIBILITY TO SPIN NEW PATHS AND CHANGE ALL OUR FATES. THEY ARE THE SPIDERS...

...AND THIS IS THEIR SPIDER-VERSE!

EARTH-2301

Peter, join us.

WHO, AUNT MAY?

The Many.

We are so many, Peter.

AAAH!

AAAH!

OUCH.

VENOM?

PETER, YOU GAVE THIS UP A YEAR AGO. WHY WOULD YOU THROW THAT ALL AWAY NOW?

I SAW SOMETHING, MARY JANE. I NEED TO GO TO MY BROTHER. TO VENOM.

I NEED TO RETURN TO THE SPIDER-CLAN.

We are many.

Join us, Peter.

UNCLE BEN! HOW IS THIS POSSIBLE?

IT'S NOT, BROTHER.

YOU SHOULD NOT HAVE COME HERE. I *WARNED* YOU TO STAY AWAY.

ARE YOU TALKING ABOUT THE SPIDER THAT BIT ME?

I TOOK THAT AS "HEY, I'M IN TROUBLE, COME HELP ME."

I SHOULD'VE KNOWN YOU WOULDN'T INTERPRET THE SIGNS CORRECTLY.

YOU'VE NEVER FULLY COMMITTED YOURSELF TO YOUR CALLING.

YOU'VE ALWAYS BEEN UNWILLING TO *SACRIFICE.*

WHAT DO YOU KNOW ABOUT SACRIFICE?

YOU HIDE UP ON YOUR MOUNTAIN PLAYING NINJA WHILE I'VE LOST *EVERYONE!*

ONE OF THOSE PEOPLE JUST ASKED ME TO JOIN THEM.

I'M GOING TO SEE WHAT THAT'S ALL ABOUT.

I'M AFRAID I CAN'T LET YOU DO THAT.

HOW MANY TIMES ARE WE GOING TO HAVE TO DO THIS DANCE?

UNFORTUNATELY, THIS WILL BE THE LAST TIME, LITTLE BROTHER.

THAT'S TOO BAD...

...IT'S ALWAYS SO MUCH FUN KICKING YOUR A--

THE LAST TIME YOU SAW THIS MOUNTAINTOP, I WAS YOUR TEACHER. MAKE NO MISTAKE...

...THE LESSONS ARE DONE.

FOR THE SAKE OF US ALL...

... YOU CANNOT ENTER THE TEMPLE.

--HAVE TO GO IN. HE WANTS ME TO GO IN.

THEN I'M SORRY, BROTHER. I HAVE TO END THIS.

I HAVE TO END YOU.

SO... MANY.

PETER, JOIN US.

EARTH-803

NEW YORK CITY. 1895.

THE CITY OF DREAMS. HERE?

THE SKY'S THE LIMIT.

UNLESS OF COURSE, YOU HAVE HAD THE MISFORTUNE TO BE BORN A WOMAN

LADY REILLY-- THERE YOU ARE!

FATHER KEPT MANY ANIMALS IN HIS STUDY.

MY FAVORITE WAS THE SPIDER

BEST TO KEEP THIS COVERED, DON'T YOU THINK?

I KNOW THE FEELING.

THAT SPIDER ALWAYS LOOKED SO SAD.

SHE TRULY HATED HER CAGE

ONE DAY, I OPENED ITS CAGE TO PET THE POOR THING GIVE IT SOME COMFORT

LADIES AND GENTLEMEN, MAY I PRESENT MY ONLY DAUGHTER, MY PRIDE AND JOY, LADY MAY REILLY.

MAY I HAVE THIS DANCE, LADY REILLY?

AS SOON AS MY HAND GOT NEAR THE SPIDER BIT ME

I CAN ONLY PRESUME THIS BALL ANNOUNCING YOUR SEASON WAS NOT OF YOUR OWN MAKING OR DESIRE.

YOU ALWAYS WERE THE SMARTEST BOY AT UNIVERSITY, LORD OSBORNE.

AND YOU, THE SMARTEST LADY.

THE ONLY LADY.

AFRAID I PULLED MY HAND BACK AND THE SPIDER ESCAPED

SHE TAUGHT ME AN IMPORTANT LESSON THAT DAY

LET NO ONE CAGE YOU

MY APOLOGIES FOR SPOILING THE PARTY. BUT I NEED TO BORROW OUR FINE CITY'S TRUSTED MAYOR.

ENJOY THE REST OF YOUR EVENING. I KNOW IT'S ALREADY BEEN A *SHOCKING* AFFAIR!

THAT ELECTRICAL VILLAIN HAS CHARGED THE DOORS AND LOCKS

ONLY ONE WAY OUT

WELL, DEAR SPIDER, NOW, IT WOULD APPEAR TO BE MY TURN TO FOLLOW YOUR EXAMPLE

AT LAST, I CAN BREATHE IN.

AT LAST...

I'M FREE

IT'S THE MAYOR, ONE OF THE TECHNO-FREAKS HAS HIM!

MOVE OUT!

TRY TO KEEP UP LADS

AFTER FATHER DIED, MOTHER CLOSED OUR GARAGE. WOMEN, SHE DECLARED, WEREN'T MEANT TO DRIVE. I HAD NO INTEREST IN DRIVING EITHER.

I WANTED TO FLY

I BUILT THE SUIT WITH CAR PARTS. FINALLY GETTING TO PUT MY THREE UNIVERSITY DEGREES TO GOOD USE

SHOULD HAVE REMEMBERED TO RUGGEDIZE THE DAMN CONTRAPTION

FORTUNATELY FOR ME, I'M NOT JUST A MECHANICAL WONDER.

I'VE BEEN LISTENING TO THE TELEGRAPH FOR WEEKS. WAITING FOR MY CHANCE AT A FIELD TEST.

IF I HAD KNOWN MY BALL DEBUT WOULD HAVE BROUGHT OUT THE WORST OF THE CITY...

I WOULD HAVE HAD IT MONTHS AGO

I'M SURE THE POLICE WILL HAVE PLENTY OF QUESTIONS FOR YOU, GOOD SIR.

MISS...IT WOULD APPEAR THE BATTLE HAS ONLY JUST BEGUN.

KRAVEN, THE HUNTER.

DOCTOR OCTOPUS.

GREEN GOBLIN

THE VULTURE

VULTURE, RECLAIM OUR PRIZE. WE DON'T NEED THE MAN. JUST THE PLANS.

LET'S DEAL WITH OUR NEW LITTLE FRIEND, DOCTOR.

I HAD HEARD WHISPERS THAT THE MASKED VILLAINS HAD UNITED.

NO, PLEASE!

BUT TO WHAT END?

WHAT HAVE WE HERE?

NO TIME TO THINK, MAY JUST ACT.

THWIP

THE EVER RELIABLE AIM OF THE FEMALE.

AND THE EQUALLY RELIABLE ARROGANCE OF THE MALE.

ENOUGH!

AND THIS ODD GENTLEMAN MAKES SIX

ARE THE PLANS SECURE?

IN A MANNER OF SPEAKING, SIR.

IMBECILE.

THIS ROUND GOES TO YOU, FAIR SPIDER. BUT YOU SHALL HEAR AGAIN FROM THE SIX MEN OF SINESTRY.

SORCERY!

I BEST RETURN TO THE BALL. I'M SURE I'M MISSED AND SO, TOO, PERHAPS, IS LORD OSBORNE.

THOSE WERE THE PLANS TO THE NEW SUBWAY SYSTEM--THE CITY IS FOREVER IN YOUR DEBT, MISS...

IT'S LADY...

LADY SPIDER.

AND UP HERE WITH THIS MASK. WELL...

THE SKY'S THE LIMIT

SPIDER-MAN™ IN "LATE FOR A DATE!"

NO WEB-SWINGING FOR THIS WALL-CRAWLER...

...NOT WHEN I GOT MY HANDS FULL WITH FLOWERS AND SWEETS FOR MY DATE WITH MJ!

NOW I BETTER SHAKE A LEG IF I DON'T WANT TO BE LATE!

SPEAKING OF SHAKING, SOMEONE'S JUST STRUCK THAT WALL WITH A MIGHTY BLOW!

WHAM

WHOA! WHAT WAS *THAT?*

BETTER BE QUICK ON MY FEET!

HEY, PAL, WHAT'S YOUR PROBLEM? YOU ALMOST MADE ME DROP MY GAL'S POSIES!

I'M MORLUN, SPIDER-MAN.

AND I AM HERE TO DESTROY YOU! TO *FEAST* ON YOU!

YEAH? WHY DON'T YOU FEAST ON *THESE* FIRST?

WAIT! WHAT'RE YOU DOING?

THOSE WERE GOLDEN SPONGE CA--AYKK!

FOOL! ONLY YOUR *LIFE FORCE* CAN SATE MY HUNGER!

WHAT A SWEET AND SUCCULENT SOUL YOU HAVE!

THE GREATEST SNACK OF ALL!

YOU GET A BIG DELIGHT IN EVERY BITE OF SPIDER-TOTEMS!

EARTH-11

COULD THIS BE ANY MORE BORING? GAWWWW.

SHH! I'M TRYING TO TAKE NOTES!

NOW, WHO HERE CAN TELL ME ABOUT "RADIOACTIVITY"?

IS IT SAFE FOR KIDS TO BE HERE?

POKE

DO NOT TOUCH

DANGER: RADIATION

PFFT! YOU KNOW MS. KRAVEN IS GOING TO GIVE US A WORKSHEET WITH ALL THIS ON IT. WHY BOTHER?

GIGGLE!

P.P.

HERE YOU GO... OH! EW!

THERE'S A SPIDER ON YOU!

HEY! GIVE THAT BACK!

SWIPE

COME ON, MJ!

AH! IT BIT ME! EW! EW! GET IT OFF! EWWWW!

HAHAHAHAHAHAHAHA

GROSS!

FLING!

!

GOT HIM! OH! THAT FELT LIKE A CRUNCHY ONE!

FLASH! ICK.

AWW...YOU DIDN'T HAVE TO *KILL* IT.

OW!

SQUISH!

THANKS FOR THE ASSIST, MJ...

TWITCH TWITCH

P.P.

WHAT... I FEEL... I FEEL... WEIRD.

P.P.

WHAT'S WRONG WITH ME?

WHAT THE...?

THWIP

P.P.

OH NO. I'M A WEIRDO...NO WAIT... I WAS ALREADY A WEIRDO...I'M WEIRDO-ER!

WHAT AM I GOING TO DO?! I CAN'T LET ANYONE SEE ME LIKE THIS.

I JUST NEED TO CALM DOWN. BREATHE, PENELOPE.

OBVIOUSLY, I WAS BITTEN BY A FREAK SPIDER AND NOW I'M A FREAK SPIDER PERSON...

...WHO HAS GROSS SPIDER POWERS AND OH MY GOD THIS IS THE WORST THING.

DISENTANGLE!

PENELOPE?

ACK!

FWIP!

GROSSSSS!

WHERE IS SHE? SHE'S GOING TO MISS THE BUS...

WAIT, THAT'S MJ TALKING...AND IT'S COMING ALL THE WAY FROM THE BUSES OUTSIDE? I CAN HEAR THAT?!

MORE IMPORTANTLY, I'M GOING TO MISS THE BUS. I NEED TO GET OUT OF HERE...GAWD. THIS WEB STUFF IS SO ICKY.

WHY COULDN'T A UNICORN HAVE BITTEN ME?! MAGICAL UNICORN POWERS, IS THAT TOO MUCH TO ASK?!

GAWD. IT'S STUCK TO A GARBAGE CAN

WHO'S YOUR FRIEND?
I...UM... STEPPED IN GUM.
THAT MUST HAVE BEEN THE BIGGEST WAD OF GUM EVER!
OSBORN LABS
DRAG!
SPIDERS AND GUM ALL IN ONE DAY, POOR PENELOPE!
THANKS, MJ. WHERE'S FLASH?
HE WENT OFF TO DO SOMETHING IMPRESSIVE BEHIND MS. KRAVEN'S BACK, YOU KNOW HOW BOYS ARE.
MJ! PENELOPE! UP HERE! HI!
OSBORN LABS
AH, THERE HE IS. WHAT A DORK.
HE'S UP AWFULLY HIGH...I HOPE HE'S OKAY.
FLASH THOMPSON! GET DOWN FROM THERE THIS *MINUTE*.
THAT IS AN IMPORTANT PIECE OF GENERIC CORPORATE SCULPTURE. NOT A TOY!
COMING, MS. KRAVEN.
heh!
SLIP
GAH

LAST SEC GRASP

HELP!

FLASH! OH DEAR...HANG ON! I'LL GET HELP!

GASP!

HELP WON'T MAKE IT IN TIME! WHAT DO WE *DO*?!

EEP!

SLIP

WHERE ARE YOU *GOING*?!

I DON'T KNOW.

WHAT AM I *DOING*?! I CAN'T HELP. PEOPLE WILL SEE I'M A *FREAK*. I'LL BE EVEN MORE OF A SOCIAL PARIAH!

NO...WAIT...I'M A PARIAH BECAUSE I'M AN 11-YEAR-OLD THAT USES WORDS LIKE "PARIAH."

SHAKE

THIS IS JUST ANOTHER WEIRDO THING. I CAN *DO THIS.*

OKAY. I CAN HIDE MY PONY TAIL IN THE HOOD ...

Juice

ZIP

INVENTORY ←↑
EQUIP

PENELOPE PARKER

LUNCH BAG +5 STEALTH

UNCLE BEN'S XXL HOODIE +10 ARMOR

UNTIED SHOES -10 GRACE

GASP!

NO!

HE'S FALLING!

EYE HOLES ARE PROBABLY A GOOD IDEA...

TWWIP

!

?

catch

OSBORN LABS

HE'S SAFE!

WHO *IS* THAT?!

WHO ARE YOU?

OMG. I'M TOUCHING A BOY. WHAT DO I DO? WHAT DO I SAY? THIS IS SO WEIRD. AHH. I'M NOT ANSWERING HIM.

HE MUST THINK I'M A DORK.

ER...JUST YOUR FRIENDLY, NEIGHBORHOOD SPIDER...

...GIRL.

swing away

!

WOW

LATER

THAT NIGHT

...AND THEN I GOT RID OF THE BAG AND WENT BACK TO MJ LIKE I HADN'T BEEN THERE AT ALL. +SOB+

AUNT MAY... THIS WHOLE SITUATION IS JUST TOO...*WERID.*

COMIX

I WANT THINGS TO BE NORMAL. I WANT TO BE *NORMAL.*

OH, PENNY, NORMAL IS OVER-RATED.

LET'S THINK OF THIS AS A...A...GIFT...YOU CAN USE IT TO DO SOMETHING GREAT. LOOK HOW YOU SAVED YOUR FRIEND TODAY. IT'S ONLY THE BEGINNING.

USE IT?! I WANT TO HIDE IT!

HIDE IT?! NO... YOU'RE TOO BRAVE FOR THAT. BUT...MAYBE WE SHOULDN'T TELL UNCLE BEN ABOUT IT JUST YET... OR ANYONE ELSE.

zzzz

STUCK

HOW CAN YOU JUST... ACCEPT THIS? ACCEPT *ME* LIKE THIS?

BECAUSE I LOVE YOU... AND WE'VE TAUGHT YOU AS BEST AS WE CAN TO DO THE RIGHT THING. TODAY, YOU COULD HAVE LET FLASH FALL AND HIDE YOURSELF AWAY. YOU DIDN'T. I'M PROUD OF THAT.

THE WORLD NEEDS MORE HEROES LIKE YOU, PENNY. THINK ABOUT IT.

WHAT IF...

SPACE?

BFF

UNICORN POWERS!

SPIDEY GAL?

COOL

SPIDEY SENSE? WHAT'S UP WITH THIS? WEIRD.

SPIDER!

UNICORN

SPIDER PRINCESS?

YANK!

UGLY SHIRT!

LEG WARMERS! (failed gymnastics class)

TUTU! (failed ballet class)

SPIDER LOGO (hand drawn)

LUCHADOR MASK (uncle ben's)

I DON'T NEED MY GLASSES ANYMORE? WEIRD.

SWING

OKAY, PENELOPE... LET'S SEE WHAT THIS GROSS SPIDER SIDE OF YOU CAN DO.

WOOO!

TO BE CONTINUED?

Spider-Man

by Slott, Grummett, & Palmer

GREAT DAY FOR A PICNIC, RIGHT, MARY JANE?

YOU SAID IT, TIGER.

YES! WITH YOU AS THE MAIN COURSE, SPIDER-MAN!

SPIDER-SENSE IS TINGLING! GET BACK, MJ.

Spider-Man

by Slott, Grummett, & Palmer

CAN YOU BELIEVE IT? HERE WE WERE ENJOYING A PICNIC WHEN THIS GUY SHOWS UP!

THE NAME, PARKER, IS *MORLUN*. PREPARE TO DIE!

WATCH OUT, PETEY. SOMEHOW THIS FREAKSHOW KNOWS YOUR SECRET IDENTITY!

THAT IS THE *LEAST* OF HIS PROBLEMS, WOMAN.

Spider-Man

by Slott, Grummett, & Palmer

WAY TO RUIN OUR PICNIC, FREAKSHOW.

YEAH! WHO *ARE* YOU? AND HOW DO YOU KNOW MY SECRET IDENTITY?!

I TOLD YOU! I'M MORLUN AND I'M HERE TO--

WAIT. YOU'VE SAID THAT BEFORE.

Spider-Man

by Slott, Grummett, & Palmer

I DON'T KNOW WHO YOU ARE, WHY YOU'RE RUINING OUR PICNIC...

...OR HOW YOU KNOW MY SECRET IDENTITY...

WAIT!

...BUT PAL, YOU'RE ASKING FOR IT!

WHY DO YOU KEEP REPEATING YOURSELF? ARE YOU BRAIN DAMAGED?

IS THERE NO SHORT-TERM MEMORY IN THIS DIMENSION?

PAL, YOU ASKED FOR IT!

KTAM

NO. IT'S NOT YOUR MEMORY. I CAN FEEL IT.

HE TOOK MY BEST SHOT, LIKE IT WAS NOTHING!

IT'S TIME.

TIME KEEPS RESETTING IN THIS REALITY!

Spider-Man by Slott, Grummett, & Palmer

WE'RE IN TROUBLE, MJ. HE TOOK MY BEST SHOT. LIKE IT WAS NOTHING!

THAT'S IT. IN THIS WORLD IT TAKES *DAYS* TO PERFORM THE SIMPLEST ACTIONS.

WEEKS EVEN!

Spider-Man by Slott, Grummett, & Palmer

I DON'T KNOW HOW I'LL GET US OUT OF THIS ONE, MJ!

YOU'LL THINK OF SOMETHING, TIGER!

WHAT-- WHAT TRANSPIRES HERE?

MASTER WEAVER! WHAT HAPPENED TO THE DIMENSION I WAS JUST IN?!

SORRY, LORD MORLUN. IT WAS CHRONALLY UNSTABLE.

IT COLLAPSED AND DISAPPEARED. SHALL I SEND YOU SOMEWHERE ELSE?

Spider-Man by Slott, Grummett, & Palmer

NO. I'VE HAD ENOUGH DIMENSIONAL JUMPING FOR ONE DAY.

AS YOU WISH.

THIS SHALL BE ONE OF MY ONLY ACTS OF REBELLION. TO TAKE THIS PURE, INNOCENT WORLD...

...AND PLACE IT ASIDE IN ITS OWN POCKET REALITY.

FOREVER SAFE FROM THE DANGERS OF THE SPIDER-VERSE.

THE END

Amazing Spider-Man #8 variant by
Ryan Ottley & Marte Gracia

Spider-Man 2099 #5 variant by
Rick Leonardi, Dan Green & Edgar Delgado

Spider-Verse Team-Up #1 variant by
Dave Rapoza

Spider-Verse #1 variant by
Nick Bradshaw

SPIDER-VERSE #2
"IT'S SHOWTIME!" / "A SPIDER IN SHEEP'S CLOTHING"
"WITH GREAT POWER COMES NO FUTURE"
"EL ESPIRITU DE LAS CALLES" / "IT'S THE LITTLE THINGS"

EARTH-30847

SPIDER-SENSE TINGLING!

I AM MORLUN. DIE BY MY HAND.

SPIDER-MAN VS. MORLUN IN "IT'S SHOWTIME!"

WEB-BALL!

FWIP

SPIDER-STING!

THWAK

WAK

WAK

WAK

MAXIMUM SPIDER!

WAK

CHOOM

INHERITOR FIST!

PERFECT!!

WHAT THE @#$%?

GAME OVER

ANANSI: A SPIDER IN SHEEP'S CLOTHING

AAHHH!!

RRRRRUMBLE

TUMP TUMP

ANANSI! COME BACK HERE, YOU TRICKSTER! YOU THIEF!

TUMPTUM

IT WASN'T ME!

I SWEAR.

RROAR

MR. MIGHTY! I AM NOT THE CULPRIT YOU'RE LOOKING FOR!

COME HERE, LITTLE ONE.

THANK YOU.

RODA

KAARR!!!

I HIRED YOU TO LOOK AFTER MY FLOCK! YOU *TERRIBLE CREATURE!* YOU ARE RESPONSIBLE! WHERE ARE THEY? WHAT HAVE YOU *DONE* WITH THEM?!

DON'T YOU PUSH ME, MR. MIGHTY.

I *DID* WATCH THEM.

RRAAK!

KEK

KRAKA-

TTHOOM

BUT YOUR *SHEEP?!* THEY BLEAT, THEY GLOAT, AND THEY STINK. WHAT, *IN THE NAME OF SHANGO,* WOULD I DO WITH *YOUR* SHEEP?

NOW YOU'VE DONE IT.

WHAT HAVE YOU DONE?!

WHO DARES TO SUMMON SHANGO, THE GOD OF ALL STORMS?! WHO INTERRUPTS HIS PLEASURES?!

THAT WOULD HAVE BEEN YOU, ANANSI.

HUSH. OR I'LL PUT YOU BACK UNDER A RHINOCEROS.

MR. MIGHTY. EXPLAIN YOURSELF BEFORE I SCOUR YOU INTO A PILE OF SAND AND LET THE CARACALS HAVE THEIR WAY WITH YOU!

HAVE PITY, OH GREAT ONE!

NOW'S MY CHANCE TO ESCAPE. THE STORM IS WORSENING.

A CALABASH!

SKZZASHH

AN ACCIDENTAL RHYME. NEVER A GOOD SIGN.

CURSES! I DID IT AGAIN.

HI!

ANANSI. I'VE BEEN LOOKING FOR YOU.

OH GOOD. AND YOU ARE?

SPIDER-UK.

AND WHEN YOU'RE AT HOME?

BILLY BRADDOCK OF THE CAPTAIN BRITAIN CORPS.

TERRIFIC.

I AM HERE TO TELL YOU THAT THE FATE OF ALL SPIDERS HANGS IN THE BALANCE. WE ARE FACING ***EXTERMINATION.***

YOU MUST COME WITH ME. ***NOW.***

NOT MY PROBLEM.

IT SOON WILL BE.

BRITISH BRADDOCK, I AM ANANSI. THE TELLER OF TALES, AND I AM RIGHT IN THE MIDDLE OF A STORY.

AND ONE CANNOT STOP A STORY IN THE MIDDLE.

WHY NOT?

BECAUSE THEN YOU DON'T FIND OUT HOW IT ENDS. ***HOWEVER,*** IF YOU'D LIKE TO HELP, WE COULD POSSIBLY REACH OUR CONCLUSION SOONER.

JUST TELL ME WHAT TO DO. WE HAVE LITTLE TIME.

WELL, FIRSTLY, YOU CAN'T WALK AROUND LOOKING LIKE THAT.

FWOOSH

AH, NATIVE COSTUME... IT SMELLS A BIT.

TAP TAP!

YOU'LL GET USED TO IT.

AND ONE OTHER MOST IMPORTANT THING.

I, AND ***ONLY*** I, CAN TELL THIS TALE. THE SACRED BALANCE DEMANDS IT. YOU ***MUST*** REMAIN SILENT OR RISK THE ***END OF AAALLLLL.***

I UNDERSTAND.

ARE YOU THEN PREPARED?

FOR WHAT?

LOOP

UNH!

THAT'S THE TIGER SPIRIT!

REMEMBER! NOT ONE WORD!

AAAHHHH!!

OH, MR. MIGHHHH-TEEEE!!

TUMP TUMP TUMP TUMP TUM

THERE GOES YOUR THIEF!

CURSED TIGERS!!

YAAWWN. BY MY SOUL, IF IT HAS NOT BEEN A LONG DAY THEN MY UNCLE NEBASTI HAS NO FONDNESS FOR FEATHERS.

SNIZZZ

SNWaZZGZAAA WWWPP SNIZ

ZZZZZZZZZZZ

BAA BA

BEE

BEE

BAA

BEEE

YOUR NEW FRIEND HAS BEEN VERY COOPERATIVE BUT DON'T YOU THINK WE SHOULD GET HIM OUT OF THERE?

SIGH I SUPPOSE SO.

RUSTLE RUSTLE

BAAA

HELLO.

BAA BEE

BEE BAA?

BA

BEE BEE

BAA

BAA

IT'S YOU. YOU'RE THE ONE! WHY, I...

NO, NO. IT WAS ME. MR. MIGHTY IS ALWAYS PESTERING ME FOR HELP. I WAS JUST TRYING TO TEACH HIM TO LOOK AFTER HIS OWN THINGS. THAT NO ONE CAN DO THE JOB BETTER THAN HE CAN. IT'S NOT TRUE, OF COURSE.

WHY DIDN'T YOU JUST REFUSE THE JOB? TELL HIM TO TAKE CARE OF HIS OWN BUSINESS?

IS THAT WHAT I SHOULD HAVE SAID TO YOU?

YOU KIND OF DID.

BUT I SEE YOUR POINT.

YOU SHOWED ME YOU WERE WILLING TO PLAY YOUR PART. AND NOW, I'LL PLAY MINE.

OH WAIT. I FORGOT ONE THING.

...WOULDN'T MISS ONE OR TWO...

...WILL THEY FIT IN...

...PUT A WHOLE VILLAGE IN THERE...

...WELL, IT'S DIFFICULT TO KEEP THEM FRESH...NOT ON THE HOOF...

BAAA

BEE BAA

ALL RIGHT! LET'S GO!

WHAT DID YOU SAY TO THE TIGER?

JUST SAYING THANK YOU!

AND TELLING HIM NOT TO BE GREEDY.

BAAAAAA...

BAABEBO?

WHEN TEENAGE SQUATTER HOBIE BROWN IS BITTEN BY A RADIOACTIVE SPIDER CREATED BY ILLEGAL WASTE DUMPING, HE BECOMES...

THE ANARCHIC SPIDER-MAN

IT'S MORNING AGAIN, IN AMERICA. AND UNDER THE LEADERSHIP OF PRESIDENT OSBORN, THE SUN HAS RISEN ONCE AGAIN, SENDING THE VERMIN SCUTTLING INTO THE DARK.

THE COCKROACHES...

...THE RATS...

... AND THE SPIDERS.

WITH GREAT POWER COMES NO FUTURE

WORDS/ JED MACKAY
ARTS/ SHELDON VELLA

I AM A RADIOACTIVE SUICIDE MACHINE.

AND THIS IS THE **SPIDER ARMY**. THE STEPPED-ON, BEAT-DOWN, HARD-LUCK LOSERS.

THROO!

GNAR!

SNARK!

CRRK!

HRRK!

POLICE

!!

YIPE!

SPLUT

GRRRRRR...

DEVELOPED BY OSCORP, THE **V**ARIABLE **E**NGAGEMENT **N**EURO-SENSITIVE **O**RGANIC **M**ESH...

...HAS HELPED SAVE THE LIVES OF THE BRAVE MEN AND WOMEN OF THE THUNDERBOLT DEPARTMENT...

V.E.N.O.M.

...AS THEY FEARLESSLY ROOT OUT SUBVERSION AND WEAKNESS.

KEEPING AMERICA STRONG.

OSCORP.

OSCORP

IT HAD TO BE THIS WAY, SPIDER-MAN!

WE'RE IN THE BUSINESS OF MAKING AMERICA GREAT AGAIN...

...AND THERE'S NO ROOM IN IT FOR YOU AND YOUR...PUNKS.

ONE LAST SWEEP...

HA HA HA

RAKKA RAKKA RAKKA

ONE...

WE DON'T HAVE THE AUTHORITY ON OUR SIDE, THE COPS, OR THE MEDIA.

RUK RUK RUK

...TWO...

WHAT WE HAVE ARE ANGRY HEARTS.

ONE! TWO!

CLENCHED FISTS.

ONE! TWO!

THREE! FOUR!

LOVE AND RAGE.

CHUK

...AND 15,000 WATTS OF PUNKROCK, FROM AN ARMY OF AMPS SET TO 11.

POLICE

LET'S GO!!

LET'S GO!!

MMF!

AAAOW!

WHIP

ACTION

URK!!

WELCOME TO THE PIT

HNGH!!

BASH!

IT'S GOING TO TAKE MORE THAN THREE CHORDS TO STOP ME!!

IS THAT ALL YOU GOT!?

...KILL... YOU...

KO

KRAK

COME ON! COME ON!!

IS THAT ALL YOU GOT?!

IT'S OVER

THIS AIN'T MAX PAL!

HEY!

HO!

THAT WAS THE DAY WE BEAT THE COPS.

THAT WAS THE DAY WE BEAT THE PRESIDENT.

HEY!

HO!

PCWA

THAT WAS THE DAY WE TOOK AMERICA BACK FROM THE ONES WHO WOULD CRUSH US UNDER THEIR BOOTS.

NEVERMIND THE ENDING. HERE'S AN

EPILOGUE!

ANGRY. UNPREDICTABLE. RABBLE-ROUSING.

CONFIRMED: HOBART BROWN
EARTH-138.
RADIOACTIVE SIGNATURE
CONSISTENT.

POSITIVE ID:
SPIDER-MAN EARTH

HE'S PERFECT.

TO BE CONTINUED IN SPIDERVERSE #WHATEVER!!

México D.F. después de la medianoche.

♫♪♫

GMHPF...

UNO MAS.

¡QUÉ CHICOS!

LLÉVENME CON SU PATRÓN. LE PEDIMOS UNOS TACOS PARA CENAR.

HUY.

PIUNG

PIUNG

PIUNG

THWIP

BANG

BANG

¡CUIDADO CON LA COLADERA ABIERTA!

LOS QUE ANDAN ELEGANTES LO HACEN PARA VER AL JEFE. ¿DÓNDE ESTÁ?

¡AAAAAAAHHH!

MEJOR QUE SUBIRSE A LA MEDUSA, ¿VERDAD?

¡ME RINDO! ¡TE LO DIRÉ TODO!

ÉRASE UNA VEZ...

¡ARACNIDO! ¡ARACNIDO! ¡ARACNIDO!

¡ESCORPIÓN! ¡AYÚDAME!

KRAC

¡ESTÁS FUERA!

¡VAMOS, JUNIOR, TU PAPÁ TE NECESITA!

LO SIENTO.

MIRA AL JEFE CUANDO ANDABA CON EL PRESIDENTE EN--

CASA BLANCA PRO

DEFORMA

FILME DE ARÁCHNIDO A 2 AÑOS DE SU MUERTE

HIJA DE ACTOR SECUESTRADA

YO TAMPOCO. DE TODOS MODOS, ¿DÓNDE ESTÁ LA NIÑA?

NO SE PREOCUPEN. YO LA BUSCO.

PLOP

AHORA PARECEN SOPES. UNO ES LO QUE COME.

BÁJATE A PREPARAR LA CENA. ESTOS TARADOS YA SE RETRASARON.

SÍ, MÁNDALES UNA NOTA--

¡CÓMO QUE LOS TIENEN LOS POLIS!

¡GRACIAS!

NOC NOC

OYE, ¿JUGAMOS ALGO?

POR QUÉ TE ESTÁS TARDANDO, CHUCHO. TENEMOS QUE IR A--

¿QUÉ CHICOS...?

¡AHORA!

OYE, ¿ERES NIÑA EXPLORADORA?

¿VES? NO DEBES TEMERLE A ESTOS TONTOS. ¡TE GANASTE UNOS BURRITOS CALIENTITOS DEL OXXO ANTES DE DEJARTE CON TUS PAPIS!

EL ESPIRITU DE LAS CALLES

DON'T READ SPANISH?
LOOK FOR THE ENGLISH TRANSLATION
ON THE LAST PAGE OF THIS BOOK!

EARTH-001

LOOMWORLD: THE FINAL BATTLE BETWEEN THE INHERITORS AND THE SPIDER-ARMY

YOU DISGUSTING CREATURES!

HOW *DARE* YOU LAY YOUR HANDS UPON ME!

SO *THAT'S* HOW IT IS, HUH?

LADY, YOU GUYS STARTED THIS, WE'RE JUST HERE TO *END IT!*

EVERY SPIDER-MAN EVER IN "IT'S THE LITTLE THINGS"

FIND SOME COVER AND RELOAD. WE GOT THIS.

WAVE THREE! BRING IT IN!

OF ALL THE TIME TO RUN OUTTA WEB-FLUID!

PHTT

FTTT

DANG IT! SAME OVER HERE!

WEB-CARTRIDGES, HUH? SO I TAKE IT THAT'S JUST YOUR BLACK COSTUME THEN...

...AND *NOT* THE SYMBIOTE?

YEAH. HEY, HOW'D YOU KNOW ABOUT MY SYMBIOTE?

HAD ONE FOR A WHILE, TOO. PICKED IT UP DURING--

--THE SECRET WARS?

MAN, SMALL MULTIVERSE, HUH? SO YOU A PETER PARKER TOO?

YEAH. WELL, *THE* PETER PARKER, SURE.

HMM. GUESS WE *ALL* THINK WE'RE *THE* PETER PARKER.

NAH. I MET A GUY NAMED KOMORI, WHO'S A SPIDEY FROM JAPAN.

WEIRD. THERE'S LIKE FOUR OR FIVE JAPANESE SPIDER-MEN. WHY IS THAT?

WHY NOT?

OH, GOD. HOPE I'M NOT RACIST SPIDER-MAN.

HEY, YOU KNOW WHAT'S *REALLY* WEIRD...

...ONE SPIDER-MAN WOULD *NOT* STOP SINGING SHOW TUNES.

YEAH? I RAN INTO ONE WHO KEPT TRYING TO TEACH ME ENGLISH.

ALL RIGHT. ONE OF 'EM WAS UNMASKED, AND I SWEAR HE LOOKED JUST LIKE THE GUY FROM *SEABISCUIT*.

REALLY? I THINK I SAW THE GUY FROM THE *SOCIAL NETWORK* OVER THERE.

OOH. HE WAS GOOD!

C'MON. I'M DONE. YOU READY?

YEAH, BUT WAIT-- HOW ARE *WE* DIFFERENT?

AUNT MAY? UNCLE BEN? SPIDER-BITE? MIDTOWN HIGH? ESU? DAILY BUGLE?

CHECK. CHECK. CHECK.

HARRY OSBORN?

BEST FRIEND.

HIS DAD.

GREEN GOBLIN.

YEAH, BUT I WOULDN'T WORRY...

WE SHOULD GO HELP THE OTHERS.

GUESS WE'LL NEVER KNOW NOW, HUH?

...PROBABLY JUST ONE OF THE LITTLE THINGS.

C'MON, PETE!

AFTER YOU, MR. PARKER!

THE END!

SEE MORE OF ONE OF THESE SPIDER-MEN THIS SUMMER!

Amazing Spider-Man #9-14 Marvel Animation Spider-Verse combined variants by **Jeff Wamester**

AMAZING SPIDER-MAN #9
"SPIDER-VERSE PART ONE: THE GATHERING" / "THE FEAST"

PETER PARKER'S PAD.
SHHH. HE'S NOT UP YET

SNORKK...

BRRRNG RINGG

HUH?

5 54

PHONE-SENSE TINGLIN'...

HEY. PETER HERE. WHO'S--

PARRRRRRKER!

WHY IN BLAZES ARE YOU LOLLYGAGGING ABOUT?

MR. JAMESON? I WAS JUST--

WHATEVER YOU'RE DOING, DROP IT! AND GET YOUR POSTERIOR OVER TO ARMSTRONG PARK!

NEVER FEAR, OH' FEARLESS LEADER. I'M ON MY WAY, J.J.J.!

SOME SUPER-POWERED PUNK IS TEARING THE PLACE APART! AND I WANT PICTURES! PRONTO!

UGH. JUST ANOTHER EARLY MORNING ADVENTURE...

...FOR YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

Y'KNOW, I REALLY SHOULDN'T BE GROUSING. WAKE-UP CALL OR NOT, THIS ASSIGNMENT COULDN'T HAVE COME AT A BETTER TIME.

SELLING SOME PICS TO THE DAILY BUGLE COULD REALLY HELP PAY THE BILLS.

RENT, PHONE, OXYGEN, STUDENT LOANS. YOU NAME IT.

SO HERE'S HOPING WHICHEVER FREAK-OF-THE-WEEK THIS IS...

...THEY PUT ON A GOOD SHOW. 'CAUSE I NEED THE DOUGH!

HEY THERE, GRUESOME. YOU THE BUB WHO'S BEEN CAUSIN' ALL THE HUB?

HMM. TOOK YOU LONG ENOUGH...

...PARKER.

WHAT?! HOW DO YOU--? SPIDER-SENSE! TINGLING LIKE ***NEVER BEFORE!***

WHO ARE YOU?!

ALWAYS THE SAME QUESTION. I'M ***MORLUN,*** PETER.

AND WE'VE DONE THIS A THOUSAND TIMES ON A THOUSAND EARTHS.

WHAT ARE YOU TALKING ABOUT?! WE'RE NOT *ON* EARTH! WE'RE NOT--

WHY DO I BOTHER EXPLAINING...

SNAP

...WHEN ALL YOU EVER DO IS *DIE?*

UHHH

SHH. NO MORE TALKING. TIME TO FEED.

ARMSTRONG PARK

New Lunar York Parks Department

And that was the Spider Moon-Man of Earth-449.

LOOMWORLD.
EARTH-001

MASTER WEAVER!
AT YOUR SERVICE, MY LORD.
OPEN A WORLD FOR ME SO THAT I MAY FEAST.
HAVE PATIENCE, BROTHER. THE WEAVER IS BUSY SPINNING HIS GREAT WEB.
BUT I'M STARVING.
YOU'RE ALWAYS STARVING, DAEMOS.
THAT IS...TRUE, SISTER.
HE WILL BE DONE SHORTLY. ONCE HE HAS SPUN MORLUN HOME.
MORLUN. IT'S ALWAYS ABOUT *PRECIOUS MORLUN.*
FATHER'S FAVORITE.
WHAT AN ASS.
HERE HE COMES NOW. WELCOME HOME, DEAR BROTHER.
VERNA. DAEMOS.
SO TELL US, MORLUN. HOW GOES THE CULLING?
WHICH WORLD HAVE YOU RID OF SPIDERS THIS TIME?
DOES IT MATTER? ONE EARTH IS AS GOOD AS ANOTHER.
IS THAT SO? KEEP TELLING YOURSELF THAT, DEAR.

SERVANTS, ATTEND ME. I WISH TO GO ON A HUNT.

FETCH MY HOUNDS.

YES, LADY VERNA.

SABLE, FIREHEART, AND KRAVINOFF ARE ALREADY LEASHED AND WAITING.

WILL THEY SUFFICE, MA'AM? OR SHOULD WE COLLAR MORE?

NO, THESE SHALL DO NICELY.

WEAVER?

I HEAR AND I OBEY.

OPEN A DOORWAY. AND THIS TIME, SEND ME TO A WORLD WITH *YOUNG* SPIDERS.

THEY TASTE SO SWEET WHEN THEY'RE JUST RIPE.

WHAT DID SHE MEAN BY THAT, DAEMOS?

KEEP TELLING MYSELF *WHAT?*

PLEASE. THE WHOLE FAMILY KNOWS...

...THERE'S A THREAD ON THE GREAT WEB WHICH YOU'VE BEEN *AVOIDING.*

SAVING. I'VE BEEN SAVING IT FOR LAST.

OF COURSE, MORLUN. SAY...

MAYBE *I* SHOULD GIVE THAT WORLD A TRY, EH? WHAT WAS IT CALLED AGAIN?

STAY *AWAY* FROM IT, BROTHER.

IT'S *MINE.*

616. YES. THAT WAS IT.

WEAVER, OPEN A DOOR TO 616. IT'S TIME I SAW WHAT MAKES THAT EARTH SO *SPECIAL.*

PETER PARKER'S APARTMENT. EARTH-616.

YES, THIS IS OUR PETER PARKER. STOP LOOKING AT HIS BUTT.

SNORKK...

HUH? MY SOMETHING-SOMETHING SENSE IS TINGLIN'...

HELLO.

AHH! SILK?! WHAT ARE YOU DOING HERE?!

GOOD MORNING.

WHY DIDN'T YOU SET OFF MY-- AH. RIGHT. YOU DON'T SET OFF MY SPIDER-SENSE.

CINDY MOON. THE GIRL WHO *CLAIMS* WE WERE BITTEN BY THE SAME SPIDER.

WE NEED TO TALK.

ONE SEC. CLOTHES. I NEED CLOTHES...

...AND POSSIBLY A CHASTITY BELT.

SHE'S GOT SPIDER-POWERS. LIKE MINE. BUT DIFFERENT. AND ALSO THERE'S THIS "*THING*"...

I'VE BEEN THINKING ABOUT OUR PROBLEM. AND WHILE IT'S A NICE PROBLEM TO HAVE...

NO. IT'S NOT.

WHENEVER WE'RE TOGETHER, OUR "*ANIMAL URGES*" KICK INTO OVERDRIVE AND...

...HOW DO I PUT THIS DELICATELY? WE ***BOTH*** FEEL THE URGE TO MATE. LIKE SPIDER-BUNNIES.

WELL, I'VE COME UP WITH A SOLUTION.

I'M ALL EARS.

MMM. YOU DO HAVE NICE EARS, BUT THAT'S NOT THE POINT.

YOU SHOULD MOVE.

WHAT?!

I'VE BEEN TRAINING. GETTING MY SPIDER-ROUTINE DOWN. I'LL TAKE CARE OF NEW YORK...

...YOU GO SOMEWHERE ***ELSE.*** MAYBE EVEN OFF-WORLD. HOW ABOUT THE MOON?

OKAY. THAT'S SILLY...

C'MON. YOU KNOW IT. I KNOW IT.

IF WE SHARE THE SAME SPACE...

...WE GET TOO...

YEAH. ONE OF US *HAS* TO GO...

OUTSIDE. NOW.

OKAY, THIS WAS A GOOD PLAN. OPEN SPACES, FRESH AIR...

...AND NOT BREATHING IN EACH OTHER'S PHEROMONES.

ALL RIGHT, SILK, I HAVEN'T SEEN OR HEARD FROM YOU IN DAYS...

...AND NOW YOU'RE BREAKING INTO MY BOUDOIR? WHAT'S UP?

I--I CAN'T EXPLAIN IT, SPIDER. I JUST WOKE UP THINKING ABOUT YOU. AND *ONLY* YOU.

SOMETHING MORE *PRIMAL* THAN OUR ATTRACTION. AND KEYED INTO MY SPIDER-SENSE.

LIKE *ALL* OF THE THREADS OF THE GREAT WEB WERE *DRAWING* ME TOWARDS YOU--

"*GREAT WEB*"? STOP RIGHT THERE. YOU NEED TO GET OVER THAT HOKUM...

...AND FOCUS ON THE *REAL WORLD*, LIKE--

CLANG-A-LANG-A-LANG

"THERE WE GO! BANK ROBBERY IN PROGRESS. PERFECT TIMING--WHAT? A SPIDER-TANK?!"

"YOU HAVE A TANK?"

"IT'S NOT MINE!"

SEE THAT? TOOK 'EM FOREVER TO TRIP THE ALARM.

IT'S THE UNIFORMS. THEY THINK WE STILL WORK FOR SPIDER-MAN. LIKE WE'RE GOOD GUYS OR SUMTHIN'.

SMART MOVE, BOSS, SWIPING ALL THIS STUFF FROM SPIDER-ISLAND!

YEAH. I'M A REAL GENIUS. NOW SHUT UP AND TOSS ME THE MONEY.

LOOTER!

THE WALL-CRAWLER?! KNEW THIS'D HAPPEN. HE WANTS HIS STUFF BACK!

THAT'S *NOT* MY STUFF! DOC OCK WAS *PRETENDING* TO BE ME* AND--

STOP.

*CHECK OUT SUPERIOR SPIDER-MAN #NICK.

SWIPP

THAT ALL SOUNDS *WAY* TOO COMPLICATED.

SEE? THIS IS WHAT I'M TALKING ABOUT. YOU *SHOULD* MOVE.

I'LL TAKE OVER. FRESH START FOR EVERYBODY.

AND I'LL HAVE *NO* PROBLEM CLEANING UP *YOUR* MESSES.

NUH-UH. DON'T THINK SO.

THWAK

OOF!

THESE ARE MY FRIENDLY NEIGHBORHOODS. AND I KNOW THIS STUFF LIKE NOBODY'S BUSINESS!

SEE? BAM. LOOTER DEALT WITH. ALL ME.

WHILE YOU WERE...

TAKING DOWN THE GIANT ROBOT. YOU'RE WELCOME. BY THE WAY...

...YOU WERE PLANNING ON GOING AFTER THE FLEEING HENCHMEN *WHEN?*

HEY, I'M ON IT! I--

DON'T WORRY, SPIDEY. WE'VE GOT 'EM. ANYA?

I SEE 'EM. MAKING WITH THE THWIP-THWIP.

Jessica Drew, Spider-Woman and fellow Avenger.

Anya Corazon, Spider-Girl, her protégé.

Miguel O'Hara, the Spider-Man from the year 2099, trapped here in the present.

JESS? SPIDER-GIRL?

SEE SOME MORE STRAGGLERS THIS WAY.

MIGUEL? WHAT'RE YOU DOING HERE?

WE HAVE TO TALK!

WHAT IS THIS? A SPIDER-CONVENTION?

FIVE OF 'EM?!

THEY'RE EVERYWHERE!

FORGET THIS! I'M OUT!

YOU THERE! STOP MUCKING ABOUT!

WHAT THE--?

HOW MANY OF YOU *ARE THERE*?!

ON

Billy Braddock, Spider-UK of Earth-833, member of the Captain Britain Corps.

QUIT PLAYING WITH HIM. THERE'S WORK TO DO.

Mayday Parker, Spider-Girl of Earth-982, Pete's daughter from an alt-future.

FINE. PETER? WILL YOU DO THE HONORS, MATE?

YOU GOT IT.

?

DOWN HERE.

ONE PIG-KNUCKLE SANDWICH COMIN' UP!

Peter Porker, the Spectacular Spider-Ham of Earth-25, porcine & proud!

KER-SMACK

WHOA!

TIME OUT! FUTURE-ME! BRITISH-ME!

AND ONE THAT'S A CARTOON PIG?!

YEAH?! WANNA MAKE SOMETHIN' OUT OF IT?

LIKE WHAT? A *LUAU*?!

AND WE WERE DRAWN HERE, LIKE THE SPIDERS OF *YOUR* WORLD...

...BECAUSE *ALL* THE STRANDS OF THE GREAT WEB ARE CONVERGING... *ON YOU.*

SPIDER-MAN, PLEASE. I CAN EXPLAIN.

WE'RE THE SPIDERS OF OTHER *DIMENSIONS.*

SEE? TOLDJA.

WAIT. THIS IS FOR *REAL?*

WANT ME TO PINCH YA? 'CAUSE I'LL DO IT.

NOPE. NOT FALLING FOR IT. YOU HAD ME UP TILL DOWNTON WEBBY AND THE SPIDER-PIG.

BUT I KNOW WHAT THIS IS.

IT'S *MYSTERIO* ISN'T IT? TRYING TO MAKE ME LOOK LIKE AN IDIOT OR SOMETHI--

STOP.

WE'VE MET BEFORE. YOU KNOW ME. AND I'M TELLING YOU, IT'S SERIOUS.

MAYDAY?

THERE ARE CREATURES CALLED *THE INHERITORS.* THEY'RE SLAUGHTERING OUR KIND ACROSS THE MULTIVERSE. WE *NEED* YOUR HELP.

ME? WHY *ME?!*

YOU'VE FACED ONE BEFORE. MORLUN.

MORLUN?!

WE DETECTED AN INHERITOR ON THE WAY HERE SO WE OPENED A PORTAL TO--

MORLUN IS COMING *HERE?!*

NO. DAEMOS. MORLUN'S BIGGER BROTHER.

MORLUN HAS A *BIGGER* BROTHER? COMING *HERE?*

YES, AND--

SHUT UP!

EVERYONE! IN THAT PORTAL *NOW!*

I SAID SOMETHING LIKE THIS WOULD HAPPEN WITH MORLUN, BUT YOU--

YES. YOU'RE *VERY* CLEVER. NOW *MOVE! PORTAL! GO!*

SOMETHING *BIGGER* THAN MORLUN'S COMING...

BACK IN ASM #4 -NICK

"...AND CALL ME CRAZY, BUT I DON'T WANT TO BE *ANYWHERE* ON THIS PLANET WHEN *THAT* HAPPENS!"

MOUNT WUNDAGORE, EASTERN EUROPE. EARTH-616.

HOME OF THE NEW WARRIORS. OR WHAT'S LEFT OF THEM.

THE CHILDREN... WERE UNDER MY PROTECTION...

YOU SHOULDN'T HAVE...HURT THEM...

THEN YOU SHOULD HAVE KEPT THEM AWAY FROM ME, SPIDER.

THEY'LL LIVE.

OR NOT. I HONESTLY DON'T CARE.

Kaine Parker. The Scarlet Spider. Spidey's darker, brooding clone.

NO, LITTLE TOTEM. WHAT YOU ARE GOING TO DO...

...IS PAY FOR MY *NEXT* MEAL. WITH YOUR *LIFE.*

YOU WANT LUNCH ON ME? *FINE--*

MAKE YOU...PAY FOR THAT...

EAT THIS!

SHRUKK

NNNNGH.

PAIN. INTERESTING. YOU'RE NOT JUST ANY OLD SPIDER...

YOU'RE THE OTHER!

NO WONDER MY BROTHER WAS SAVING THIS WORLD, THAT SELFISH PIG.

KEEP READING. WE'LL EXPLAIN LATER! -NICK

OH, WHAT A *MEAL* YOU'LL MAKE!

I WOULDN'T DREAM OF GOBBLING YOU ALL UP.

ARGH!

NO. I'M GOING TO SAVOR YOU FOR *DAYS!*

NO!

THAT'S NOT HAPPENING, DAEMOS.

Bruce Banner, the Spider-Man of Earth-70105, not a Hulk.

YOU'RE ABOUT TO GO HUNGRY!

BRUCE, WITH ME.

YOU HEARD HIM. WE'LL KEEP THE INHERITOR BUSY.

GET HIS PREY OUT OF HERE, GWEN.

Old Man Spider of Earth-4, his identity... hidden for now.

C'MON. ON YOUR FEET, HANDSOME.

GWEN?

GWEN STACY?!

Gwen Stacy, Spider-Woman of Earth-65, your new favorite.

WHOA, GUYS! I MAY BE A ZILLION MILES FROM HOME, BUT IT'S STILL A SECRET IDENTITY!

SHUT UP! I KNOW WHAT THIS IS NOW! IT'S A TRICK! A SICK GAME!

AND IT HAS THE JACKAL WRITTEN ALL OVER IT! YOU'RE A *CLONE! ADMIT IT!*

NO. SHE'S NOT.

THAT'D BE *ME*, BROTHER.

Ben Reilly, Spider-Man of Earth-94, cloned from his world's Peter Parker.

BEN?! *BUT HOW?!*

WE'LL EXPLAIN LATER. BUT RIGHT NOW WE GOTTA TAKE OFF BEFORE--

MWRAH!

SKREE

BRUCE!

FORGET HIM. THAT WAS HIS SPINE! HE'S *GONE*. *BUG OUT! NOW!*

WHOEVER THIS "*KAINE*" IS, HE BETTER BE WORTH IT...

"...HE JUST COST US A GOOD SPIDER-MAN TODAY."

CENTRAL PARK, EARTH-13.

THE SPIDER-REFUGE, ALSO CALLED "THE SAFE ZONE."

THIS IS TRIPPY. SO TELL ME, BENEDICT CUMBER-BUG...

...HOW MANY SPIDER-MEN DO YOU HAVE STASHED AWAY HERE?

IT'S SPIDER-UK. AND CURRENTLY, WE'RE A LITTLE OVER TWENTY STRONG...

...WITH, HOPEFULLY, MORE ON THE WAY. SPEAKING OF WHICH...

OLD MAN. REILLY. HOW'D WE DO?

NOT GOOD, I'M AFRAID...

WE GOT HIS WORLD'S SCARLET SPIDER. BUT WE LOST BRUCE.

REILLY?! *BEN* REILLY?!

THE OLD TIMER AND GWEN MADE IT.

WE'RE SAFE. FOR NOW.

GWEN?!

I--I CAN'T PROCESS *ANY* OF THIS.

AND WHY ARE WE SAFE *NOW?* WHAT'S SO SPECIAL ABOUT--

THIS PLACE? I THINK I CAN ANSWER THAT.

Cosmic Spider-Man of Earth-13.

BUT FIRST...

...HERE'S YOUR BROTHER, MAYDAY. HE'S FINE.

THANK YOU.

YOU'VE NO IDEA WHAT HE MEANS TO ME.

HE'S MY WORLD. *ALL* THE FAMILY I HAVE LEFT.

THAT AIN'T TRUE, MAY. YOU GOT *US* NOW.

WE SPIDERS GOTTA STICK TOGETHER.

THANKS, HAM.

OKAY, THINK I'M GETTING IT NOW. YOU'RE ME...

...FROM A WORLD WHERE I NEVER LOST THOSE COSMIC POWERS.

THE *ENIGMA FORCE*. YES. I'VE KEPT THE POWERS OF A GOD.

THE INHERITORS WOULD BE FOOLISH TO FACE ME HERE. AND AS LONG AS THE REST OF YOU STAY IN MY WORLD, I CAN KEEP YOU SAFE.

HOLD ON. WHY DON'T *YOU* JUST GO TO THEM AND--BAM-- PROBLEM'S OVER.

THE ENIGMA FORCE IS TIED TO THIS DIMENSION. IF I GO, IT *STAYS*, AND I'M JUST ANOTHER SPIDER-MAN.

BUT IN THE COMING BATTLE, IF ONE SPIDER CAN MAKE THE DIFFERENCE, I'LL COME.

BATTLE? WHAT BATTLE?

PETER, THAT'S WHY THEY BROUGHT YOU.

THIS IS A *WAR*. AND YOU'RE OUR SECRET WEAPON.

ME? WHY ME?!

BECAUSE YOU'RE THE GREATEST OF US ALL.

WHAT?!

SOMETIMES I THINK I'M THE WORST SPIDER-MAN EVER.

Rio Morales

EARTH-610.

NO MATTER HOW MUCH GOOD I DO, HOW MANY PEOPLE I SAVE...

...I COULDN'T SAVE MY OWN MOM.

I WAS RIGHT THERE. AND I COULDN'T--

Miles Morales, Spider-Man of Earth-610.

STOP. AM I GOING TO HAVE TO "*PEP TALK*" YOU AGAIN?

DO *NOT* MAKE ME DO THAT. I'M NOT BIG ON PEP. ALSO...

...THERE'S ONLY SO MANY TIMES YOU CAN TEAR UP A SPIDEY SUIT...

...AND HAVE ME TO BRING YOU A NEW ONE.

Jessica Drew, Female clone of this world's Peter Parker.

I'M NOT QUITTING, JESS.

IT'S JUST...SOMETIMES IT ALL SEEMS TOO MUCH, Y'KNOW?

HOW MY UNCLE WENT...

MILES, HE WAS TRYING TO KILL YOU.

I KNOW. BUT DAD BLAMES ME FOR BOTH OF THEM. AND HE LEFT.

FACE IT, BEING SPIDER-MAN COST ME MY FAMILY, JESS.

THEN YOU MAKE A NEW ONE. YOU HAVE ME, MILES.

WE SPIDERS, WE HAVE TO STICK TOGETHER, RIGHT?

ACTUALLY, DEARIE, YOU'RE BETTER OFF SPLITTING UP.

HUH?

WHEN YOU STAY IN A PACK...

...THE *HUNT* IS OVER FAR TOO QUICKLY.

ALSO, IT'S SO MUCH BETTER WHEN YOU

RUN!

EPILOGUE

LOOMWORLD, EARTH-001.

AN UNENDING LANDSCAPE OF CONQUERED REALMS...

...FROM COUNTLESS WARS ACROSS THE MULTIVERSE.

THIS WAY TO THE GREAT HALL, GENTLEMEN.

MR. ROBERTSON, I TRUST YOUR SERVANTS KNOW...

...IF BY SOME CHANCE THEY CROSS PATHS WITH MY MASTERS, THEY ARE *NOT* TO MAKE EYE CONTACT.

AND BY *NO* MEANS SHOULD THEY SPEAK OUT OR OFFER UP APOLOGIES IF THEY DO.

BANNON? KATZENBERG? YOU HEARD THE LADY?

YES, SQUIRE.

SO, THE INHERITORS? THE STORIES OF THEIR TEMPERS ARE TRUE?

LAST WEEK, MY MISTRESS VERNA TORE OFF DOCTOR CONNOR'S ARM FOR NOT REMOVING A SPLINTER FAST ENOUGH.

AND WE DON'T TALK ABOUT WHAT MORLUN DID TO THE THOMPSON BOY FOR DROPPING A PLATE.

UNDERSTOOD, MS. DREW. CONSIDER THESE BARRELS OF WINE A GIFT THEN.

I ALSO IMPORT FINE FOODS AS WELL.

THAT WON'T BE NECESSARY...

"...THE INHERITORS PROVIDE THEIR OWN...MEAT FOR THEIR FEAST.

ENOUGH! THERE'S ONLY SO LONG I CAN PLAY WITH MY FOOD, FATHER.

FOR ONCE I AGREE WITH BRIX. WHY CAN'T WE DIG IN?

OR JUST PICK AT IT AT LEAST. A FINGER OR TWO. MAYBE AN EYE. SOMETHING NO ONE WOULD NOTICE.

YES. WHY *MUST* WE WAIT? I'M FAMISHED!

DAEMOS, YOU'RE AS BAD AS THE CHILDREN. BUT STILL...

...VERNA AND MORLUN ARE OUT HUNTING AND WON'T BE BACK ANYTIME SOON.

IF WE LET THESE TOTEMS EXPIRE, LOGIC STATES THERE WILL BE NO LIFE FORCE LEFT FOR US TO CONSUME. I SAY WE--

SPIDER-VERSE

THE FEAST

WE WAIT.

FOR MORLUN.

AND THE GREAT *SOLUS* HAS SPOKEN.

STUPID MORLUN.

I SWEAR I'M GOING TO WASTE AWAY.

TILL I'M NOTHING BUT A WITHERED OLD STICK LIKE YOU, JENNIX.

SPARE ME, BROTHER. I COULD NOT CARE LESS ABOUT THE FOOD GOING TO WASTE.

IT'S THE *TIME* THAT BOTHERS ME. TIME I COULD BE SPENDING ON MY RESEARCH.

WHAT PETULANT OFFSPRING. SO IMPATIENT.

LOOK. HERE COMES YOUR BROTHER NOW. FRESH FROM THE HUNT. STEPPING THROUGH...

THE GREAT WEB OF LIFE AND DESTINY!

TELL ME, MASTER WEAVER, WHAT WORLD HAS HE CLEANSED OF TOTEMS THIS TIME?

EARTH-9105, LORD SOLUS.

A LAND WHERE THE MIGHTY PHARAOHS OF OLD STILL REIGN.

THAT'S BLASPHEMY, WEAVER.

AND I SHOULD CUT OUT YOUR TONGUE FOR SAYING SUCH LIES.

WE ARE THE *INHERITORS* OF *REALITY*.

ON EVERY WORLD. IN EVERY DIMENSION. IN ALL POINTS OF SPACE AND TIME...

...MY FAMILY REIGNS SUPREME.

THUMP

NOW LET'S EAT.

ONE MOMENT, SON. FIRST I WOULD HEAR OF YOUR TRIBUTES.

TELL ME, CHILDREN. WHAT HAVE YOU BROUGHT TO THE FEAST?

MY OFFERING HAS THE SWEET TASTE OF IRONY, FATHER. MY SPIDER TOTEM IS ALSO A *VAMPIRE.*

BUT IT IS *WE* WHO SHALL SUCK OUT *HIS* LIFE FORCE. BRILLIANT, RIGHT?

NO. IT'S STUPID. *MY* SPIDER-MAN IS A MAN-SPIDER. THAT'S *FAR* BETTER.

IN *WHAT* REALITY?

THIS ONE! HE'S A SPIDER WITH *EXTRA* SPIDER!

DOUBLE SPIDER, DOUBLE *POINTS!* CLEARLY I'M *WINNING!*

WINNING?! *I'D* BE WINNING IF YOU AND *KARN* HADN'T GOTTEN IN MY WAY EARLIER!

I'D HAVE KILLED A *DOZEN* SPIDERS THEN IF--

SEE SUPERIOR SPIDER-MAN #33 -NICK

KARN? YOU RAN INTO THE *OUTCAST?*

HA! OUR DEAR LOST BROTHER. HE STILL HIDING HIS HEAD IN THAT BUCKET?

FORGET KARN. THAT'S A DISTRACTION. YOU'RE MISSING THE IMPORTANT PIECE, BROTHERS.

DIDN'T YOU HEAR WHAT THE TWINS SAID ABOUT THE SPIDERS?

THEY'RE GATHERING.

THAT'S NEW.

WHAT ARE YOU BURBLING ABOUT NOW, JENNIX? THAT'S NOTHING NEW.

I RAN INTO A PACK OF THE SPINDLY LITTLE CREATURES MYSELF.

THIS MILKSOP WASN'T EVEN MY INTENDED PREY.

AHKK...

QUIET, MEAT. I'M TALKING.

THE ONE I WAS AFTER WAS SNATCHED AWAY BY THE REST OF HIS HERD.

AND WHAT A *PRIZE* HE WOULD HAVE BEEN.

NOT JUST A TOTEM, THE CURRENT RECEPTACLE FOR *THE OTHER.*

AND BEST OF ALL...A SPIDER FROM 616.

YOU *SELF-SERVING OAF!* I TOLD YOU--

--THAT WAS *MY* HUNTING GROUND! *THAT WORLD IS MINE!*

YOU. SPILLED. MY. WINE.

HOW BEST TO PAY YOU FOR *THAT* GREAT OFFENSE, LITTLE BROTHER?

GLUTTONOUS SWINE! YOU KNOW WHAT THAT EARTH MEANS TO ME!

OH I KNOW *FAR* TOO WELL! THAT SMALL, FRAGILE SPHERE AND ITS BLAND, FLAVORLESS TOTEM.

HOW MANY TIMES HAS HE SENT YOU HOME, *CRYING* TO FATHER?

I'LL KILL YOU! I'LL FEAST ON YOUR--

ENOUGH.

I HAVE KNOWN THE LOCATION OF *THE OTHER* FOR SOME TIME. AND THAT OF *THE BRIDE.*

AND EVEN *THE SCION.*

I KNOW HOW *EVERY* IMPORTANT SKEIN IN THE WEB OF LIFE AND DESTINY IS LAID OUT. ISN'T THAT TRUE, WEAVER?

YES, LORD SOLUS.

LOOK TO THAT TAPESTRY, CHILDREN, AND *NEVER* FORGET.

OUR HAND IS ON THE LOOM AT THE CENTER OF REALITY. *WE* POSSESS THE GREAT WEB.

TELL ME, FAMILY, WHAT DOES *THAT* MEAN TO YOU? BRIX? BORA?

THE GREAT WEB IS A GAME, FATHER. A CHESS BOARD. A SPORTS PITCH.

A PLACE WHERE WE REAP REWARDS. AND HAND OUT PENALTIES.

THE WEAVER HAS TOLD US, IT'S WHERE WE SHALL PLAY AND PLAY. TILL THE END OF TIME.

IT'S A MYSTERY. A PUZZLE. A QUESTION TO BE ANSWERED.

THE WEAVER HAS TOLD ME MY STUDIES WILL *NEVER* UNRAVEL ITS HIDDEN SECRET.

I TAKE THAT AS A CHALLENGE.

IT'S A LICENSE, GREAT SOLUS, FOR *DEBAUCHERY!* FREEDOM FROM OBLIGATIONS.

THE WEAVER'S TOLD ME THAT *YOUR* SKEIN SHALL FAR OUTLAST MINE, AND EVEN THOUGH I AM YOUR ELDEST...

...I SHALL NEVER FACE THE BURDEN OF WEARING A CROWN.

AND THAT MEANS I HAVE CENTURIES OF GOOD FOOD AND FINE WINE AHEAD OF ME!

I KNOW FULL WELL WHAT IT REPRESENTS, FATHER. I DON'T NEED THE WEAVER TO TELL ME WHAT IT IS.

IT IS OUR LEGACY. AND AS YOUR HEIR, IT IS MY *OBLIGATION.*

IT IS A WEIGHT AS HEAVY AS ALL OF HISTORY, AND ONE WHICH I ALONE MUST SHOULDER.

CLOSE, MY SON. THE GREAT WEB IS *ALL THINGS.*

IT IS EVERYWHERE. IN ALL DOMAINS. AND IT IS *OURS.* IT IS OUR *KINGDOM.*

EVERY THREAD OF IT *IN OUR GRASP.*

AND IT MAKES US *THE INHERITORS OF ALL CREATION.*

NO... IT'S NOT YOURS...

...YOU'RE JUST...THIEVES.

THE SPIDERS... WALK ITS PATH... WE WON'T LOOK AWAY.

WE...WILL STOP YOU. YOU MAY HAVE...ITS POWER...

...WE'LL ALWAYS HAVE OUR RESPONS--

SHUT UP!

PARKER! WITH THE SPEECHES!

HOW DID YOU--?

AND THE QUESTIONS. *SHUT UP!* I'M DONE WITH YOU. WITH *ALL* OF YOU.

WHEN WILL YOU *LEARN?* YOU AND YOUR KIND ARE ONLY ONE THING TO ME.

FOOD!

HA HA HA!

WELL SAID, MY SON. AND WITH THAT...

...LET THE FEAST BEGIN!

EAT, MY CHILDREN!

DEVOUR THEM ALL!

AMAZING SPIDER-MAN #10
"SPIDER-VERSE PART TWO: SUPERIOR FORCE"

EARTH-1610.

GRWARR

WHO ARE THESE GUYS?! JESS?!

JESS, TALK TO ME!

SLASH

SO DISAPPOINTING.

THE HUNT'S OVER BEFORE IT BARELY BEGAN.

WHAT I WOULDN'T GIVE FOR MORE FORMIDABLE...

...PREY?

PARKER, TAKE 9 O'CLOCK.

BROWN, ON MY 10.

LAST ONE'S MINE.

Assassin Spider-Man of Earth-8351.

BLAM

UNH--

Spider-Punk of Earth-138.

KRAK

YOU TWO, YOU'RE THE SPIDERS OF THIS WORLD, YES?

SPLITCH

WE'RE ALL BEING HUNTED. YOU WANT TO LIVE?

SUIT UP AND COME WITH US-- NOW!

The Self-Ascribed Superior Spider-Man of Earth-616.

UM. SPIDER-MAN?

SHUT IT! THERE'S NO TIME. YOU HEARD THE BIG MAN.

SPIDER-UP OR DIE!

MILES, IS THAT--?

YEAH. THE SPIDER-MAN FROM THAT OTHER WORLD I TOLD YOU ABOUT.

LEAST THAT'S HOW HE LOOKED LAST TIME I SAW IM.

NO TIME FOR DAWDLING! THIS IS OUR WAY OUT!

CATACLYSM #3 NICK

MY PETS.

MY BABIES.

HOW DARE YOU!

BRKDSH

MILES! C'MON!

...BUT YOU JUST MADE IT PERSONAL.

PERSONAL?! YOU LITTLE WHELP!

I AM *VERNA* OF THE *INHERITORS* AND I WILL FEAST ON YOUR BONES!

ONE SEC.

LADY, JUST SO YOU KNOW...

...I HAVE NO IDEA WHAT'S GOING ON...

THE SAFE ZONE: EARTH-13

THERE'S BEEN A MISTAKE.

I'M JUST PETER PARKER. NO DIFFERENT THAN A LOT OF YOU. ME. US.

WHAT MAKES ME YOUR "CHOSEN ONE"?

BECAUSE OUT OF ALL OF US, YOU'RE THE *ONLY* ONE WHO'S FOUGHT AN INHERITOR...

...AND *WON!* IN HARRY POTTER TERMS, YOU'RE THE BOY WHO--

BREEP BREEP

HOLD ON.

I'VE GOT A READING ON THE SECOND TEAM.

WE SHOULD GO.

SECOND TEAM?

SPIDERS, SPIDERS, EVERYWHERE.

AND SO MANY OF THEM ARE PETER PARKER.

I WONDER...

DO I SHARE THE SAME BOND WITH ANY OF *THEM*...

...THAT I SHARE WITH *MY* PETER?

WE'VE DETECTED ANOTHER GROUP OUT THERE. LIKE US. GATHERING SPIDERS...

DIDN'T GET A "*HIT*" OFF THE COSMIC GUY.

OR BLONDIE HERE.

OOH, HEL-LO MR. ALL-IN-RED.

WHAT'S YOUR STORY?

PHEROMONES LIKE PETER'S. BUT... OFF SOMEHOW.

STOP. WHAT AM I DOING? IMPORTANT STUFF'S GOING ON. GOTTA FOCUS.

...WITH SO MANY IN ONE PLACE, MORLUN'S FAMILY WILL FIND THEM IN NO TIME.

THEN LET'S BRING THEM HERE.

THAT'S THE PLAN.

THREE TEAMS SHOULD DO IT. REILLY, STACY, FALL IN.

NO! GWEN STAYS BEHIND!

HEY! WHAT'D I DO?

IN HIS REALITY YOU-- I'LL EXPLAIN LATER.

ALL RIGHT, "CHOSEN ONE." LET'S SEE WHAT YOU GOT.

YOUR OWN PORTAL DEVICE SLASH COMMUNICATOR. PICK A TEAM.

OKAY. MIGUEL, SPIDER-WOMAN, SILK--

NO. NOT SILK. I HAVE MY REASONS.

WHAT?! THAT YOU'RE SEXIST?

WHY AREN'T YOU LETTING ANY SPIDER-WOMEN COME ALONG?

HELLO? STANDING RIGHT HERE.

MAYDAY. HAM. YOU'RE WITH ME.

DON'T WORRY, MAY. I'LL WATCH AFTER YOUR LITTLE BROTHER.

LAST ONE PICKED. IT'S THE SCHOOLYARD ALL OVER AGAIN.

TO BE FAIR, THAT'S PROBABLY 'CAUSE I *WAS* THE PIGSKIN...

"REASONS."

KNOW WHAT? DON'T CARE.

SILK! DON'T--

FWASH

OOH. *THAT* WON'T GO OVER WELL.

NO. IT WON'T.

FWASH

LOOK ALIVE, FELLAS. WE GOT COMPANY.

WASTE 'EM?

NAH. THEY'RE WITH US.

HOW CAN YOU TELL?

Spider-Man Noir of Earth-90214

FOR STARTERS, THEIR DRESS CODE.

YEAH, YEAH. WE COME IN PEACE. NOW LISTEN UP, 'CAUSE WE'RE RUNNING OUTTA--

WHAT THE--?! A *TALKING PIG?!* THAT'S *INSANE!*

...

Spider-Monkey of Earth-8101

YOU'RE KIDDIN', RIGHT?

OKAY. THAT *WINS. NOTHING* IS TOPPING THAT TODAY.

BOSS! YOU BETTER GET OUT HERE.

YOU NEED TO SEE THIS!

Ashley Barton, Spider-Woman of Earth-807128

OF ALL THE INSUFFERABLE--

I WAS IN THE *MIDDLE* OF AN IMPORTANT EXPERIMENT!

WHAT HAVE YOU BUFFOONS DONE NOW?!

NO. IT CAN'T BE--

DOC OCK!

THE "*SUPERIOR*" SPIDER-MAN!

HOW IS THIS POSSIBLE? IS HE FROM ANOTHER DIMENSION OR...

MORE SPIDERS FROM OTHER WORLDS. OBVIOUSLY HERE...

...TO JOIN THE RANKS OF MY *SUPERIOR SPIDER-ARMY.*

BUT YOU'RE TOO SOON! YOU'RE GOING TO RUIN IT!

THAT'S ODD. MY SCANNER SAYS HE'S FROM THE 616--

WHAT? LIKE ME?

SILK? I TOLD YOU NOT TO COME!

WAIT. HOW IS *HE* HERE?

A CLONE?

NO. HE'S FROM THE PAST. I REMEMBER...

THERE WAS ONE POINT WHERE HE GOT SHOVED OUT OF TIME...

SSM #10; -NICK.

...IT MUST'VE KNOCKED HIM HERE, INTO THE FUTURE.

SON OF A GLITCH.

MIGUEL?

NOT JUST ANY FUTURE... 2099. *MY FUTURE.* I'M HOME.

MIGUEL, PLEASE. NOT NOW. WE GOTTA DEAL WITH THIS!

LOOK LIVELY, PEOPLE. WE DON'T HAVE MUCH TIME.

YOU ALL HAVE TO COME WITH US TO OUR *SAFE ZONE* NOW, BEFORE--

NO! YOU, BRITISH IDIOT. SHUT UP.

THAT GOES FOR ALL OF YOU MINDLESS DOLTS!

I HAD EVERYTHING UNDER CONTROL UNTIL YOU LOT CAME STUMBLING IN!

FOR MONTHS I'VE BEEN STUDYING THESE INHERITORS!

ASSEMBLING MY ARMY! FIGHTING THEM! *AND WINNING!*

SEE THIS?! A CLOAKING DEVICE. I BUILT THIS! IT MASKS OUR "*SCENT*" FROM THEM...

BUT ONLY UP TO A POINT. TAKE KAINE HERE.

HIS READINGS ARE ABNORMALLY HIGH. *EXPLAIN!*

EEEE

BACK OFF! I DON'T KNOW WHY I'D--

HE'S "*THE OTHER.*" A BEING UNIQUE TO HIS-- OR ANY DIMENSION.

EEEEEEE

HER...UH... LEVELS ARE OFF THE CHART.

THAT'S SILK. SHE'S "*THE BRIDE.*"

A SPECIAL TOTEM WHO--

AND THIS GIRL...

...THIS *STRANGELY* FETCHING WOMAN.

TOTEMS?! SPARE ME YOUR SUPERSTITIONS, OLD MAN...

...I'M TALKING *SCIENCE.* WITH ENOUGH OF OUR UNIQUE SIGNATURES TOGETHER--

--ESPECIALLY *THOSE TWO,* IT WON'T TAKE THE INHERITORS LONG TO FIND--

WHAT HAVE WE *HERE?!*

OH, WEAVER, YOU'VE OUTDONE YOURSELF THIS TIME!

SO MANY SPIDERS! WHY IT'S A VERITABLE *BANQUET!*

HOLY--

LOOK AT *HIM!* HE'S LIKE MORLUN TIMES *TEN!*

YOU FOOLS!

ANY OTHER TIME, THIS WOULD BE CERTAIN DOOM!

BUT FORTUNATELY FOR YOU ALL--

--I'M HERE!

TEAM, LIKE I TRAINED YOU-- *ATTACK!*

LONG-RANGE FIGHTERS-- OPEN FIRE!

HA HA HA!

BLAM BLAM BUDDA BUDDA BRRRT PKOW

MY GOD!

SECOND WAVE! IN CLOSE! GO FOR HIS VITALS!

SUCH SPIRIT! BUT I WILL ONLY STOMACH SO MUCH.

TAKE IT OUTSIDE...

RNCH

UNF

GNH

OOH OOH AHH!

...AWAY WITH YOU!

ENOUGH TOYS!

I HUNGER! BRING ME REAL TOTEMS!

SKRRZ--

#%&+#! CYBORG'S DOWN!

YOUR PLANS AREN'T WORKING!

EVERYONE! ALL TOGETHER! *NOW!*

I'LL GIVE IT MY BEST...

MILES? YOU'RE HERE TOO?

WAIT, PETER? I THOUGHT THE BOSS-GUY WAS YOU!

YES AND NO. LONG STORY.

DAEMOS! I'VE BEEN WAITING FOR THIS!

YEAH? GET IN LINE!

THE OTHER! AND THE ORPHAN GIRL!

OH, THIS IS GLORIOUS!

THAT'S IT, SPIDERS! MAKE ME WORK FOR MY SUPPER!

THIS'S MY FAULT. I SHOULDN'T HAVE COME.
HOW DID YOU--?
NO. YOU NEVER SHOULD HAVE LEFT YOUR BUNKER.
SCINTILLATING CONVERSATION.
NOW IF YOU DON'T MIND...
...THERE'S A BATTLE GOING ON!
ONE I INTEND TO *WIN*--
--WITH *OVERWHELMING* AND *SUPERIOR FORCE!*
SILLY LITTLE SPIDERS. I WILL FEAST...
...ON YOU *AA-HHKK*--
SHKKK
YOU-- YOU KILLED HIM.
UM. YOU'RE RIGHT. HE'S NOT YOU.
SADLY, I CAN'T TAKE *ALL* THE CREDIT. MY SENSORS SHOW THAT KAINE'S ATTACKS DID THE MOST DAMAGE.
OF COURSE, THE KILLING BLOW *WAS* MINE.
IT'S WRONG.
NO. IT'S JUSTICE. JUST WISH IT WAS BY MY HAND.
YOU DON'T MEAN THAT, MAY. AND THAT'S *NOT* WHAT I MEANT.
I'VE FOUGHT HIS KIND BEFORE. WHEN THEY DIE, THEY CRUMBLE TO DUST.
BUT THIS BITHEAD DIDN'T.
A STASIS CHARGE.
YOU AUGMENTED YOUR WEAPONS WITH 2099 TECH.
OF COURSE. AND NOW WE HAVE A TACTICAL ADVANTAGE.
WE CAN STUDY THAT CORPSE AND LEARN MORE OF OUR ENEMY'S WEAKNESSES.
I CAN HELP WITH THAT. I'M A BIT OF A BIO-SPECIALIST.
AS AM I.
INFORMATION IS KEY. AND FROM WHAT WE'VE ALL LEARNED...
...THIS WOMAN, SILK, IS THE *SOURCE* OF ALL OUR PROBLEMS.
STAY AWAY FROM HER.
HER SCENT IS DRAWING THEM TO US! SO I BELIEVE WE SHOULD--

IT DOESN'T MATTER WHAT ANY OF YOU BELIEVE.

YOU'RE ALL JUST FUMBLING AROUND IN THE DARK.

I'M THE ONLY ONE HERE WHO KNOWS WHAT'S *REALLY* GOING ON.

AND YOU ALL BETTER LISTEN TO ME IF YOU WANT TO--

ERKK--

SWAP

SORRY. YOU WERE SAYING?

YOU'LL HAVE TO FORGIVE OUR BROTHER, DAEMOS. HE'S ALWAYS INTERRUPTING PEOPLE.

AND TURNING UP LATE. TOOK HIM FOREVER TO GET DRESSED.

IMPOSSIBLE! I KILLED HIM! YOU ALL SAW!

EVERYONE, THROUGH A PORTAL!

WE'RE *BUGGING OUT! NOW!*

HE'S BACK? HOW IS THAT &%# BACK?!

WORRY ABOUT THAT LATER! THERE'S *THREE* OF THEM *NOW!*

QUICK, CHILDREN, BEFORE THEY CAN SCATTER, KILL AS MANY AS YOU CAN!

DIBS ON THE PIG.

NO FAIR! *I* WANTED THE PIG. HE LOOKS SUCCULENT.

I'LL BUY US SOME TIME!

NO! WE HAVE TO PULL OUT.

WE CAN'T WIN THIS.

HEY! WHAT'D I DO? WHY ARE THEY GOIN' AFTER MY BACON BITS?!

KEE-RAK

HA! SO MANY! IT'S HARD TO MISS!

SLURK

ARGH--

THIS ISN'T FAIR! I KILLED HIM!

I BROUGHT US A VICTORY! HOW--?

REILLY, YOU THINKING WHAT I'M THINKING?

CLONE! GOTTA BE!

THEY CAN CLONE THEMSELVES! COME BACK AS MANY TIMES AS THEY WANT.

OUR GUYS DON'T STAND A CHANCE. WE'LL NEVER WIN!

UNLESS SOMEONE DOES SOMETHING ABOUT IT!

HERE, I CAN OPEN A PORTAL TO THEIR FREQUENCY...

...AND TAKE US WHEREVER THAT CLONE CAME FROM.

AND AS THE TWO GUYS HERE WHO KNOW THE MOST ABOUT THIS STUFF...

...GUESS IT'S UP TO US TO GO THERE AND--

THREE. THERE'S THREE OF US HERE WHO "KNOW ABOUT THIS STUFF."

I'M COMING TOO!

JESS?! YOU'RE BAILING ON ME?

MILES, I HAVE TO DO THIS. IT'S A CLONE-THING. YOU WOULDN'T UNDER--

JESS!

FOLLOW THE CLONE-CLUB IN SCARLET SPIDERS #1 - NICK

CAN'T BELIEVE SHE DID THAT.

WORRY ABOUT IT LATER, MILES. WE'RE *ALL* GOING.

NOW GRAB A PORTAL AND GET TO SAFETY.

PLEASE. FOR ME.

ALL RIGHT...

PAR...KER...

THE OLD MAN'S STILL ALIVE? HANG IN THERE, I'LL--

NO TIME... BUT Y-YOU HAVE TO HEAR THIS...

L-LISTEN TO ME.

EZEKIEL?!

NOT YOUR...EZEKIEL. FROM A WORLD WHERE MORLUN KILLED YOU.

GOT THIS... STUPID SUIT MADE. C-CARRIED ON IN YOUR NAME.

WAIT. YOU KNOW *ALL* ABOUT THE TOTEMS AND MORLUN. ALL OF IT.

WHAT AM I SUPPOSED TO DO?

THE SCION. THE OTHER. THE BRIDE. THEY'RE...ALL THAT MATTER.

KEEP THEM SAFE. OR THIS'S... ALL FOR NOTHING.

"THE BRIDE"? THAT'S WHAT YOU KEEP CALLING SILK! WHY...

SORRY, PARKER!

NEED THIS. GOTTA MAKE THINGS RIGHT.

THOSE FREAKS ARE DRAWN TO ME? I CAN *USE* THAT!

LEAD 'EM AWAY FROM THE REST OF YOU!

WHEET!
THE BRIDE!
HEY, BAD GUYS! YOU WANT ME?
GOTTA CATCH ME!
WE NEED HER! BROTHER, WHAT DO WE DO?
SILK! HOLD ON, I'M--
DON'T! I'LL GO! THE TEAM NEEDS YOU, OH "CHOSEN ONE." REMEMBER?
FINE!
TURTLENECK, AFTER HER. I WANT EYES AND EARS ON THIS!
"TURTLENECK"?
THAT'S NOT MY NAME, DOLL.
DOLL?
AND FOLLOW THEM IN SPIDER-WOMAN #1! - NICK
SHOCK! THEY'VE SPOTTED US. YOU GOT THE CORPSE?
YEAH. WHAT NOW?
RUN FOR IT!
DAEMOS! YOUR OLD BODY. SHOULD WE--?
I'LL RETRIEVE THE BLASTED THING. GET THE BRIDE!
OR FATHER WILL BE MOST... DISPLEASED.
CONSIDER HER CAUGHT.
SEEING A TREND? SPIDER-MAN 2099 #6! - NICK
I'M NOT LETTING HIM GET AWAY!
MAY! ENOUGH! THAT--THAT WENT SOUTH REALLY FAST.
THE HEAT'S OFF US FOR A SEC. WE SHOULD STOP AND FIGURE OUT OUR NEXT--
WAY AHEAD OF YOU. YEARS IN FACT.
I KNOW WHAT WE HAVE TO DO...

"...SO TAKE ME TO THIS 'SAFE ZONE' OF YOURS."

THEY'RE BACK.

MY BROTHER? IS HE...?

RIGHT HERE, MAY.

I DON'T SEE THE OLD MAN.

SORRY, GWEN. WE LOST HIM.

AND NOT JUST HIM.

OHMIGOD! WHERE'S SPIDER-WOMAN! SHE DIDN'T--?

SHE AND SILK ARE ALL RIGHT, ANYA. WE SHOULD TALK.

NO! THE TIME FOR "TALKING" IS OVER!

WHOA! SPIDER-SENSE IS GOING OFF. WHY--?

DON'T YOU GET IT? THIS IS WAR! AND FROM THIS POINT ON--

I'M IN CHARGE!

SCARLET SPIDERS #1
"THE WIDOW"

HER NAME IS JESSICA DREW AND SHE HAS LEARNED TO EXPECT THE WORST.

OH, MAN. THIS PLACE *STINKS.*

SHE IS ON A SUICIDE MISSION WITH TWO MEN WHO--LIKE HER--ARE CLONES OF PETER PARKER.

CHEMICALS. ROT. DECAY. JUST *ONCE* I'D LIKE A BLOODTHIRSTY MANIAC TO SWITCH IT UP.

ACTUALLY... SILVERMANE USED TO SMELL PRETTY GOOD. BEFORE HE BECAME A WITHERED OLD HEAD...

NOT FIVE MINUTES AGO, SHE WAS PART OF A MASSIVE CONFLAGRATION OF ALTERNATE-UNIVERSE SPIDER-POWERED HEROES AND THE *INHERITORS*--INTER-DIMENSIONAL BEINGS THAT PREY UPON THEM.

OKAY, TEAM. IF YOU GUYS HAVE BEEN THROUGH THE KINDS OF THINGS I HAVE...

(AND I ASSUME YOU HAVE SINCE YOU *ARE* ME IN SOME INCREDIBLY WEIRD WAY THAT MAKES MY *TEETH* ITCH.)

...THEN YOU'VE SEEN SOME *SERIOUS* STUFF IN YOUR TIME.

IN THE MONTHS BEFORE THAT SHE'D BEEN AN ULTIMATE, TRAINED BY CAPTAIN AMERICA AND NICK FURY.

BUT WE PROBABLY TRACKED ONE OF THESE VICIOUS FREAKS TO THEIR HOMEWORLD. SO WHO KNOWS WHAT KIND OF MISERABLE HELLSCAPE WE'RE ABOUT TO ENCOUNTER?

NOT TWO YEARS BEFORE THAT, SHE WAS JUST BEING BORN. SHE HASN'T EXACTLY BEEN FALLING *UP* SINCE THEN.

OH.

MY.

BUT SHE *HAS* LEARNED TO EXPECT THE UNEXPECTED.

GOD.

WE GOTTA GET BACK INSIDE!

WHOA.

IT'S BEAUTIFUL OUT THERE! I DIDN'T SEE EVEN *ONE* STARBUCKS. WHAT KIND OF VILLAIN HOMEWORLD *IS* THIS?

YEAH, I SAW. SO WE CAN'T GO OUT THERE LIKE THIS.

THE DEVICE THE OTHER SPIDER-MAN GAVE US PREVENTS THOSE CREATURES FROM *SENSING* US, BUT IT DOESN'T MAKE US *INVISIBLE.**

WE'LL BE NOTICED IMMEDIATELY IF WE GO SWINGING AROUND.

*--SEE *AMAZING SPIDER-MAN #10!*
--DEDUCTIVE DEV

ER, OKAY. WHAT DO YOU SUGGEST?

YOU DON'T HAVE CIVILIAN CLOTHES ON UNDER YOUR SUIT, DO YOU? BECAUSE... THAT'S BACKWARDS.

I THINK WE'RE IN SOME KIND OF HOSPITAL. I FOUND THESE.

GOOD WORK, KAINE. WHERE'S YOURS?

I HAVE A STEALTH SUIT THAT TURNS *INVISIBLE.* I DON'T NEED A SMOCK.

HOW DO YOU THINK I GOT THEM IN THE FIRST PLACE?

INVISIBLE TO NATURAL LIGHT, OR I.R. AS WELL? CAN IT MASK YOUR PHEROMONES?

I DON'T KNOW. IT MAKES ME INVISIBLE.

PEOPLE CAN'T SEE ME.

I THINK I KNOW WHICH SUIT YOU'RE TALKING ABOUT. IF IT'S ANYTHING LIKE THE ONE I BUILT IN MY WORLD, THAT'S A LUCKY THING FOR US TO HAVE.

THIS ISN'T ONE OF THOSE SMOCKS THAT EXPOSES THE BUTT, IS IT?

IT IS, ISN'T IT?

WE'LL AVERT OUR EYES.

LET'S GO. KAINE, SCOUT AHEAD AND LEAD THE WAY.

JENNIX SEES YOU WITHIN THE MACHINE. THERE IS NOBILITY IN YOUR UTILITY.

THERE ARE ELEGANT SECRETS IN *COMPLEXITY*. YOU ARE PART OF SOMETHING *COMPLEX*.

OH YEAH, THIS IS DEFINITELY ONE OF THEIR HOMEWORLDS.

KNOW HOW I CAN TELL? *THIS* GUY'S A TV STAR.

GROUP OF PEOPLE COMING DOWN THE HALL. DRESSED LIKE PATIENTS.

HERE WE GO. BE READY FOR ANYTHING.

JENNIX IS NOT CAPRICIOUS. JENNIX DOES NOT CREATE IN VAIN. EACH OF YOU HAS *PURPOSE*.

THEY JUST SHUFFLED BY LIKE ZOMBIES. IT'S LIKE THEY DIDN'T EVEN *NOTICE* YOU.

AND DID YOU SEE? THEY WERE *CLONES.*

NO WAY DID WE STUMBLE RIGHT INTO THEIR CLONE FACTORY ON OUR FIRST TRY. NOT EVEN *I'M* THAT LUCKY.

I DOUBT IT. THOSE WEREN'T INHERITORS--TOO PHYSICALLY NORMAL AND *WAY* TOO PLACID.

IF THIS *IS* THEIR HOMEWORLD--OR *ONE* OF THEM--THEN IT WOULD MAKE SENSE THEY MAINTAIN ORDER BY GENETICALLY ENGINEERING A VAST MAJORITY OF THE POPULATION. WE'RE PROBABLY IN A GROSS CLONE-HATCHERY FOR NORMAL PEOPLE.

GROSS!

THE GOOD NEWS IS, I DOUBT WE'RE GOING TO RUN INTO ANY REAL TROUBLE.

UH...

HEY!

WHAT ARE YOU TWO DOING OUT OF YOUR GROUPS? WHAT ROSTER ARE YOU?

MODELL

UH...

QUICK! WHAT WOULD A CLONE SAY?

YOU *ARE* A CLONE!

YOU KNOW WHAT I MEAN!

SOMEBODY CALL THE S--

MMPH!

THERE ARE HEAVILY ARMORED GUARDS JUST A FEW HALLS AWAY. WE HAVE TO GO. ***NOW.***

KAINE! GIVE US OUR COSTUMES BACK!

BUT OUR COVER--

ALREADY BLOWN, AND I AM ***NOT*** FIGHTING NAKED AGAIN. THERE'S PROBABLY SOME J. JONAH JAMESON CLONE HERE AND I'LL ***NEVER*** GET THOSE PICTURES OFF THE INTERNET.

DON'T WORRY. AS LONG AS WE KEEP THIS CONTAINED TO THIS INSTALLATION WE SHOULD BE FINE.

"...OR NOT."

KABOOM

WHEN JESSICA'S TRAINING KICKS IN, THE COLOR DRAINS OUT OF HER WORLD. THE FEAR, SO ALIVE INSIDE OF HER IN HER YOUNGER DAYS, IS MASTERED, STUFFED INTO HER BELLY AND FROZEN, LIKE STEVE ROGERS TAUGHT HER.

WHY WOULD A PERFECT SCIENTIFIC PARADISE FULL OF DOCILE CLONES NEED A HEAVILY ARMORED SECURITY FORCE?

IN THAT CLINICAL COLD, SHE SEES BEN REILLY, GRACEFUL AND RECKLESS AS A HART IN THE WOODS, SUPREMELY CONFIDENT. HE TURNS THROUGH SPACE, RED AND BLUE, LIKE THE PAINTBRUSH OF A VIRTUOSO. ALWAYS MOVING.

YOU KNOW WHY? *EVIL*. THAT'S WHY.

AND ALWAYS *TALKING*.

KAINE MOVES LIKE THE BOLTS OF RAGE THAT GALVANIZE HIM, LEAPING FROM FOE TO FOE, DEVASTATING ONE AFTER ANOTHER.

THWIP!

NO DANCER'S GRACE OR VERBAL FENCING, JUST SNARLS AND SAVAGERY. BUT HE ALWAYS PULLS BACK AT THE LAST SECOND, AFRAID OF HIS STRENGTH.

JESSICA READS THE BATTLE LIKE TEA LEAVES, SWIRLING THROUGH THEIR EDDIES, READING A HALF-SECOND INTO THE FUTURE.

SHE HAS NEITHER BRAINLESS SAVAGERY OR EASY, PRACTICED INTUITION. SHE ONLY STRIKES WHEN SHE *SEES*.

BUT WITH EVERY BATTLE, SHE SEES *MORE*.

LOOKS LIKE WE'VE DRAWN SOME ATTENTION.

THE *GOOD* KIND FOR ONCE!

LOOKS LIKE THE *CAVALRY'S* HERE!

WHAT IN THE GREAT WEB IS GOING ON HERE!?

HUH. THAT'S...

...THAT'S A WEIRD THING FOR TONY STARK TO SAY.

...SPIDERS? HERE?

IS THIS A TEST? IS JENNIX WATCHING US RIGHT NOW?

IT'S NOT A TEST, STARK. IT'S COMPLICATED. WE HAVE TO GET TO JENNIX, AND WE COULD REALLY USE YOUR HE--

WAIT!

SAW THAT COMING.

THREE SPIDERS LAND RIGHT IN MY LAP! JENNIX IS GOING TO BE VERY INTERESTED IN THIS.

UNG!

SHOULDN'T HAVE OPENED THAT FACE-PLATE.

COME ON. WE HAVE TO GET OUT OF THE OPEN.

CHAUCER, WHO WAS ACQUAINTED WITH DREAD, WARNED TO "HIRE A FULL LONG SPOON, THAT YOU WOULD EAT WITH A FIEND."

THERE ARE *SPIDERS* MOVING BETWEEN UNIVERSES IN UNHEARD-OF NUMBERS.

AND *JENNIX*, IN THE STERILE AND EMPTY HEART OF HIS WORLD, THOUGHT OF CHAUCER OFTEN. THAT EARTHY, VULGAR MAN WHO KNEW SO MUCH.

THE WEB IS *TREMBLING.*

JENNIX, THE WISE ONE, THE MASTER OF BILLIONS OF SOULS, KNOWS ALL.

THIS COULD BE THE MOST EXCITING WORK I'VE DONE IN A *CENTURY.*

JENNIX'S SPOON IS *LONG.*

AND A *FEAST*, OF COURSE. A FEAST SUCH AS WE'VE NEVER KNOWN.

WOE TO THE MORSELS THAT FALL INTO IT.

UNG. OKAY, TWO QUESTIONS.

ONE: WE'RE SOMEWHERE SAFE, RIGHT?

YES.

AND TWO: I KNOW I LET MY GUARD DOWN. IT WASN'T SMART. BUT WITH ALL THIS WEIRDNESS, I WAS CAUGHT OFF GUARD WITH HOW GOOD IT FELT TO SEE A FRIEND. I HAVEN'T SEEN A FAMILIAR FACE IN SO LONG.

OTHER THAN...WELL, YOU KNOW WHAT I MEAN.

ANYWAY, THAT WASN'T A QUESTION BUT IT'S TIDIER ORGANIZING MY APOLOGIES WITH NUMBERS.

WELL, WE HAVE YOUR "FRIEND" IN THE NEXT ROOM. WHILE YOU WERE SLEEPING FOR THE PAST *TWO HOURS*, I PAINSTAKINGLY TOOK HIS ARMOR OFF HIM.

WHO TAUGHT YOU TO DO *THAT?*

MY TONY STARK.

HOW MANY TIMES WERE YOU *ELECTROCUTED?*

JUST TWICE. BUT ONCE SOME KIND OF GAS HIT ME AND MADE ME PUKE.

NOT BAD.

NNG...

HOW DID YOU GET KAINE TO WAIT FOR ME BEFORE GETTING ANSWERS OUT OF TONY?

I ASKED NICELY.

HEY, I'M NOT SOME *ANIMAL.*

DO YOU KNOW WHO I AM?

YOU'RE ***SPIDERS.*** YOU'RE ALL SPIDERS, FROM DIFFERENT UNIVERSES.

ACTUALLY, WE'RE CLONES OF SPIDERS. ***CLONES,*** JUST LIKE YOUR BOSSES. AND WE WANT TO KNOW WHERE THEY GROW THEIR CLONE BODIES.

THERE IS ONLY ***ONE*** BOSS ON THIS WORLD, AND HIS NAME IS JENNIX.

TONY. WHAT HAPPENED TO YOU?

WHAT "HAPPENED" TO ME? I'M THE CHIEF ARCHITECT OF ***THREE*** OF JENNIX'S CITIES. MY DESIGNS ARE THE FRAMEWORK FOR HALF OF HIS SECURITY SYSTEMS.

JENNIX SHARES HIS ***GENIUS*** WITH ME. ***THAT'S*** WHAT'S HAPPENED TO ***ME.***

FORGET IT. THIS ISN'T THE TONY STARK YOU KNEW. THIS IS JENNIX'S OWN RECIPE, USING A FEW FAMILIAR INGREDIENTS.

WE'RE IN *HIS* WORLD NOW. FOR ALL WE KNOW, IT'S ENTIRELY POPULATED BY CLONES HE'S SPECIFICALLY BRED FOR THEIR LOYALTY.

ENOUGH!

WHERE IS JENNIX'S HEADQUARTERS!? WHERE DOES HE MAKE THE CLONED BODIES OF HIS BROTHERS AND SISTERS?!

HE'S THE GREATEST MIND ON THE PLANET. WHERE DO YOU *THINK* HIS HEADQUARTERS WOULD BE?

IT'S IN THE *BAXTER BUILDING.*

I DON'T SMELL A LIE ON HIM. AND I *WOULD.*

WHY WOULD YOU JUST *TELL* US THAT?

BECAUSE YOU'RE THREE SPIDERS AND I'M DELIVERING YOU RIGHT *TO* HIM. I'LL BE *REWARDED* FOR THIS.

YOU DON'T REALLY THINK YOU'RE GOING TO *WIN?*

WELL, ACTUALLY, TONY, I'M *SPIDER-MAN.*

SO, YEAH. I *DO.*

OKAY, TEAM. SO ALL WE HAVE TO DO IS BREAK INTO THE MOST GUARDED, SCIENTIFICALLY ADVANCED BUILDING IN THE CITY AND DEFEAT THE MOST *DANGEROUS* FOES WE'VE EVER FACED.

AND WE NEED A PLAN FOR THIS IN THE NEXT HOUR OR TWO, BEFORE WE'RE INEVITABLY DISCOVERED HERE.

AND IT REALLY HAS TO BE A *GOOD* PLAN BECAUSE I MADE A REALLY COOL BOAST TO EVIL-TONY BACK THERE AND I DON'T WANT TO LOOK DUMB.

"PLANS" REALLY AREN'T MY THING.

WIDOW? HOW ABOUT YOU?

WHOA, THAT FAST? WOW.

PEOPLE FROM YOUR UNIVERSE MUST BE *SMART.*

SO WE'RE GOING TO NEED AN *ESCORT.*

YEAH. I HAVE A PLAN.

IT'S OBVIOUS, REALLY. THE PLACE IS IMPREGNABLE. WE'D NEVER BE ABLE TO GET IN ON OUR OWN.

IT TAKES AN HOUR TO SNAP BEN INTO THE ARMOR. TRIPLE CHECKING EVERY STEP FOR BOOBY TRAPS. JESSICA POURS SWEAT. BEN JOKES THE ENTIRE TIME.

STILL SLICK WITH SWEAT. HER WRISTS ITCH UNDER THE RESTRAINTS.

BUT THEY ARE LET IN WITHOUT INCIDENT.

BUT GAINING ENTRY WAS ONLY THE FIRST PART OF HER PLAN. THE EASY PART.

I'VE GOT TWO CLONES HERE WHO AREN'T WITH THE PROGRAM. I'M BRINGING THEM TO JENNIX PERSONALLY.

THE MORE IMPORTANT PART WAS THE DIVERSION.

SNAP

SHE'S BROKEN FREE! STOP HER!

THE MASK FEELS GOOD. IT DRAGS A CURTAIN ACROSS THE OTHER, DIMMER, USELESS PARTS OF HER MIND. SHOWTIME.

JESSICA HAS ALWAYS KNOWN SHE WAS AN EXPERIMENT. A BETA TEST. WORSE THAN A MISTAKE... AN ENTRY IN A LEDGER.

EVERY DAY SINCE THEN, EVERY ACT, HAS BEEN A DENIAL. A CHALLENGE IN THE FACE OF MEANINGLESSNESS.

SHE THINKS, IF SHE CAN DO THIS, EVEN IF SHE DIES, IT WILL BE WORTH IT.

IF SHE CAN JUST BUY THEM THE TIME THEY NEED.

HEY! WHAT THE HELL?!

HEY, IRON MAN, HOLD UP FOR A SECOND!

THAT'S PETER PARKER! I'D KNOW THAT FACE ANYWHERE!

WHAT THE HELL IS GOING ON HERE?

AMAZING SPIDER-MAN #11
"SPIDER-VERSE PART THREE: HIGHER GROUND"

THE SAFE ZONE.
EARTH-13

NO. YOU DON'T GET TO MAKE THAT CALL. YOU'RE *NOT* IN CHARGE HERE.

CAN'T BELIEVE I'M ABOUT TO SAY THIS...

I AM.

THE WHOLE REASON I WAS BROUGHT HERE IS BECAUSE I HAVE THE MOST EXPERIENCE WITH INHERITORS.

NONSENSE. I'VE BEEN STUDYING THEM FOR WEEKS...

...AND I'M *YOU.* FROM *LATER* IN OUR TIMELINE.

LOGICALLY, I'VE BEEN THROUGH EVERYTHING YOU HAVE *AND MORE.* BETWEEN THE TWO OF US...

...I AM THE *SUPERIOR* SPIDER-MAN.

NO, YOU'RE *DOC OCK--*

--FROM THAT TIME YOU TOOK OVER MY MIND, AND THERE'S *NO WAY* I'M LEAVING OUR FATE IN YOUR HANDS.

AND I'VE SEEN WHAT YOU CALL "LEADERSHIP!" HA!

MY TEAM WAS FARING BETTER *WITHOUT* YOU!

WE WERE HOLDING OUR OWN AGAINST THE INHERITORS!

UNTIL *YOU* BLUNDERED IN AND GOT SOME OF MY BEST MEN *KILLED!*

WHY ON EARTH SHOULD *YOU* LEAD US? *SHOW ME!* TAKE YOUR BEST--

THWAK!

KNOW WHAT? IF THAT LEAVES A PERMANENT MARK ON MY FACE, I DON'T CARE.

SO WORTH IT!

VERY WELL. IF YOU WISH TO SETTLE THINGS THIS WAY...

...SO BE IT!

FIGHT!

GO GET 'IM, PETE!

WHICH ONE? THEY'RE *BOTH* PETE. HECK, *MOST* OF US ARE PETES.

TEN POUNDS ON RED AND BLUE.

I'LL TAKE A PIECE OF THAT.

THIS IS REALLY HAPPENING!

I'M UP AGAINST THE JERK WHO STOLE MY LIFE LAST YEAR.

SWING AND A MISS!

I'M *STILL* DIGGING MYSELF OUT FROM THE MESS HE MADE.

HATE TO ADMIT IT, BUT I'M GONNA ENJOY THIS!

THWIPP

THWIPP

LOOK AT YOU. EIGHT LIMBS...

...AND YOU *STILL* CAN'T HIT ME. WHAT'S THE MATTER, OLD-ME? ARTHRITIS SETTING IN?

JOKES? REALLY? I OUTGREW THOSE, GOT SMART, WISED UP, AND REALIZED...

SHRRIIPP

...THIS *ISN'T* CHILD'S PLAY! IT'S A *WAR!*

THIS IS TIME WE COULD BE USING GOING AFTER DAEMOS AND THE INHERITORS.

YOU HAVE THE POWERS OF A GOD. BREAK IT UP.

SORRY, MAY. I CAN'T PICK SIDES HERE. THIS CONFLICT NEEDS TO PLAY ITSELF OUT.

AND YOU DON'T HAVE WHAT IT TAKES TO *WIN!*

YOU *NEVER* GO FOR THE *KILL!*

AND I NEVER WILL!

I'LL NEVER BE THAT *RUTHLESS!*

OH, YOU *WILL.* WHEN YOU'RE *ME!*

WAIT. THAT'S WHY HE THINKS *I'M* THE YOUNGER VERSION.

'CAUSE OCK CAN'T IMAGINE A WORLD WHERE HE LOSES.

OR ONE WHERE I COME BACK, RECLAIM THAT BODY, AND *WIN!*

ALL RIGHT.

SHOW ME YOUR WINNING MOVE. KILL ME.

WHAT? BUT YOU'RE AN EARLIER POINT IN MY TIMELINE.

I CAN'T--

FWAK

WE'VE ALREADY SEEN THE INHERITORS CAN'T BE KILLED.

KILLING'S NOT THE ANSWER. IT *NEVER* IS. WE NEED TO BE BETTER.

AND *THAT'S* WHY I'M IN CHARGE.

EARTH-13989.

ARE YOU WATCHING, FATHER? CAN YOU SEE MY LATEST KILL?

THE GREAT SPIDER-WOLF OF THE LYCANSPHERE!

AWROOO--

IS THIS TRIBUTE ENOUGH, LORD SOLUS?!

IS MY HUNT AT LONG LAST *OVER*?! MAY I FINALLY COME *HOME*?!

WEAVER, SEND MY WAYWARD SON TO ANOTHER WORLD.

SOMEWHERE *CHALLENGING* THIS TIME.

KARN WILL HAVE TO JOURNEY FAR AND WIDE IF HE'S TO EARN A SEAT AGAIN AT MY TABLE.

AND WHAT OF YOU, MORLUN?

WHERE YOUR BROTHER WANDERS WITHOUT END, YOUR PATH HAS COME TO AN ABRUPT HALT.

IT'S NOTHING, FATHER.

IS THAT SO? THERE ARE WHISPERS THAT YOU'RE AFRAID. OF A CERTAIN SPIDER WHO'S ENTERED OUR WEB.

THE ONE WHO'S KILLED YOU TWICE OVER.

ALL THAT CONCERNS ME... IS THE PROPHECY.

THE PROPHECY.

THREE PLAYERS HAVE APPEARED ON THE BOARD, FATHER.

THREE PIECES THAT COULD ENSURE OUR REIGN OVER REALITY ITSELF.

THE OTHER, THE BRIDE, AND THE SCION.

I KNOW WHERE THEY ALL ARE.

BUT ONE LIES IN THEIR REFUGE. OUT OF OUR REACH.

NOTHING IS OUTSIDE OF MY REACH.

GATHER YOUR BROTHER, JENNIX. WE'VE PLAYED WITH THESE TOTEMS LONG ENOUGH.

IT'S TIME TO CRUSH THEIR LAST HOPE.

UNH. WHAT IS THE MEANING OF THIS? EXPLAIN!

I'M REACHING OUT HERE... BECAUSE I *NEED* YOU.

YOU *HAVE* HELD YOUR OWN AGAINST THE INHERITORS...

...AND I'D BE A FOOL NOT TO SEEK YOUR ADVICE ON WHAT TO DO NEXT.

THAT IS THE SMARTEST THING YOU'VE SAID SO FAR.

FIRST OFF, THIS "*SAFE ZONE*" OF YOURS IS *NOT* VERY SAFE. WE'RE ALL OUT IN THE OPEN.

I'M WITH YOU. THERE ARE NO WALLS TO CRAWL. NOTHING TO SWING OFF OF.

WE SHOULD MOVE CLOSER TO THE STREETS AND BUILDINGS.

THERE'S NO NEED. I'M HERE. TO WATCH OVER ALL OF YOU.

IT'S BEEN WORKING WELL FOR US.

WELL NOT FOR ME. I DON'T LIKE HAVING ALL MY EGGS IN ONE WEB-SACK.

ON ME, PEOPLE. WE'RE MOVING OUT.

YES, SIR. SPIDER-SIR!

NEXT UP, LET'S CHECK IN ON THE AWAY TEAMS.

KAINE? REILLY? YOU THERE?

NO SIGNAL.

TWO OPTIONS. THEIR COMMUNICATORS ARE OFF. OR THEY'RE DEAD.

OH, YOU'RE JUST A BUNDLE OF LAUGHS.

MIGUEL?

HOW'S EVERYTHING BACK IN 2099?

CAN'T TALK NOW.

DID YOU AUTOPSY THAT INHERITOR CORPSE YET?

BUSY. SHOCK OFF.

BUT THAT'S THE WHOLE REASON YOU'RE STILL THERE!

LOOK, I KNOW YOU'RE FINALLY HOME, BUT YOU CAN'T LET THAT DISTRACT YOU FROM--

SORRY. GOING THROUGH A TUNNEL. TSSSS--

"TUNNEL"? THESE THINGS CAN TALK ACROSS...

...DIMENSIONS. SON OF A-- HE HUNG UP ON ME.

MORE BAD NEWS, I'M AFRAID.

SPIDER-WOMAN'S CALLED IN. '30S-ERA SPIDER-MAN IS DOWN. THEY'RE TAKING HIM BACK HOME--

BUT THE INHERITORS *KNOW* THAT WORLD! THAT'S THE WORST PLACE TO TAKE HIM!

AS LONG AS SILK KEEPS MOVING, HE'S PROBABLY SAFE. AND I HAVE AN IDEA...

OF COURSE.

YOU STILL HAVE THOSE CLOAKING DEVICES ON YOU?

I'LL BRING ONE TO THE FALLEN SPIDER-MAN--

AND SINCE HE'S IN A WORLD THE INHERITORS HAVE ALREADY VISITED...

...IT'S UNLIKELY THEY'LL RETURN. A SOUND PLAN.

THANKS, GLAD YOU APPROVE. NOW ANY CHANCE YOU COULD *REVERSE* THIS TECH?

TO *DETECT* INHERITORS? I'VE ALREADY DONE THAT.

AND LOCATED THEIR HOME DIMENSION. BUT WE'RE NOT READY TO TAKE THE FIGHT TO THEM. NOT YET.

IT'D BE A MASSACRE. BUT WE NEED INFORMATION. SOMEONE BEHIND ENEMY LINES.

CHECK OUT SPIDER-WOMAN #1! -NICK

AND I KNOW THE PERFECT PERSON FOR THE JOB.

ANYA. GWEN. I'M TAKING A QUICK TRIP. COULD USE SOME BACK UP.

YOU WANT *ME* TO GO? THAT'S A SWITCH.

ABOUT THAT, I'M SORRY. DIDN'T MEAN TO BE SO OVER-PROTECTIVE BEFORE, I JUST--

YEAH. I KNOW. THE OTHERS TOLD ME.

I COULDN'T SAVE THE GWEN STACY OF MY WORLD.

HEY, I COULDN'T SAVE PETER PARKER IN MINE.

MAKE YOU A DEAL, WHAT SAY WE WATCH OVER EACH OTHER.

SOUNDS LIKE A PLAN.

AND SPEAKING OF PLANS...

...I'VE GOT A SPECIAL MISSION FOR TWO SPECIAL VOLUNTEERS.

WHY ARE YOU LOOKING AT US?

I'M GIVING YOU YOUR OWN PORTAL-JUMPERS AND CLOAKING DEVICES.

GO TO AS MANY WORLDS AND BRING US AS MANY SPIDER-MEN AS YOU CAN. YOU UP FOR IT?

YOU SURE? I WAS KINDA HOPING *WE* COULD TEAM UP AGAIN.

WHAT? I'M JUST LIKE HIM. BUT YOUR AGE.

I KNOW. THAT'S WHAT'S WEIRD. I LOOK UP TO PETER PARKER...

WHAT'D WE DO?

YOU JUST VOLUNTEERED.

MILES. YOUNGER-ME. I NEED YOU TWO TO ROUND UP THE TROOPS.

OKAY, I'LL STAND ON A BOX.

EVERYONE LOOK OUT FOR EACH OTHER. STICK TO THE PLAN. STAY IN TOUCH.

I'LL BE RIGHT BACK. UNTIL THEN...

...SPIDEY-BRIT, YOU'RE IN CHARGE.

OR I COULD FIGHT YOU FOR IT.

YOU HAVING A LAUGH?

...

SURE. WHY NOT?

EARTH-67.

WHOA. WHAT *IS* THIS PLACE? WHERE ARE WE?

PASTELS. BRIGHT COLORS. IT'S LIKE WE'RE IN A BIG CARTOON.

THAT OR HALLUCINATION WORLD...WAIT! THIS IS THE '60S!

REALLY? HOW CAN YOU TELL?

JUST LOOK DOWN THERE. ALL THE VINTAGE CARS. AND YOU SEE WHAT EVERYONE'S WEARING?

DIG THOSE GROOVY THREADS, MAN! FAR OUT!

WHAT WAS *THAT?!*

UM. A QUICK DAY-DREAMY CUTAWAY SEQUENCE... UM...

I... *UH...DO THAT.* SOMETIMES.

UGH. NEVER MEET YOUR HEROES.

HEY!

SORRY. NOW COME ON. WE HAVE TO FIND THIS WORLD'S SPIDER-MAN.

HOLY HANNAH! *TWO* SPIDER-MEN?! I BETTER CALL THIS IN TO THE BUGLE!

Y'KNOW, I THOUGHT THIS WAS GOING TO BE TOUGH, BUT LOOK...

...THERE'S LIKE ONLY *ONE* PLACE WITH A SIGN ON IT.

THREE GUESSES WHERE WE'LL FIND THEIR PETER PARKER.

THAT CAN'T BE THE DAILY BUGLE. IT'S ONLY SIX WINDOWS WIDE.

WHAT BUILDING IN MANHATTAN'S ONLY SIX WINDOWS WIDE? THAT'S CRAZY.

DAILY BUGLE

WHAT'S THAT, YOU SAY?! *TWO* SPIDER-MEN?!

MS. BRANT! GET ME PARKER!!!

HE'S RIGHT HERE, MR. JAMESON.

WHAT'S UP, J.J.J.?

WHAT'S UP?!

I'LL TELL YOU WHAT'S UP, PARKER! *I WANT PICTURES!*

PICTURES OF SPIDER-MEN!!!

FOLLOW THIS ADVENTURE IN SPIDER-VERSE TEAM-UP #2! -NICK

EARTH-13.

DO YOU FEEL THAT?

SPIDER-SENSE. WE ALL FEEL IT, MAY. EVEN YOUR BROTHER.

WAHHH...

MINE'S NEVER GONE OFF THIS WAY BEFORE...

THIS IS SOME BAD MOJO.

INTERESTING. SO THIS IS WHERE THEY'VE BEEN GATHERING.

NO, BROTHER. THIS IS WHERE THEY'VE BEEN *COWERING.*

INHERITORS! NEVER THOUGHT THEY'D *DARE* COME HERE!

BY ALL ACCOUNTS, THAT'S JENNIX. AND MORLUN.

THERE'S ONE MORE COMING THROUGH...

...I DON'T KNOW THAT ONE.

ONE OR A THOUSAND. DOESN'T MATTER. NOT AGAINST *ME.*

I AM SOMETHING YOU HAVE NEVER SEEN BEFORE.

I AM **SOLUS.**

I HERALD THE DEATH OF YOU ALL.

BOYS, FEAST! KILL AS MANY AS YOU CAN.

TOOM!

GYAH!

CAPTAIN SPIDER!

THAT WAS TOO DAMN FAST!

FASTER THAN OUR SPIDER-SENSES!

CHREK

OOH ORR AHK--

MONKEY!

ENOUGH!

EVERYONE GET CLEAR OF THEM! I HAVE THIS!

YOU WERE FOOLISH TO COME HERE. THIS IS MY WORLD.

WHERE I POSSESS COSMIC POWERS YOU CAN'T EVEN BEGIN TO COMPREHEND!

ARHHH!

YOU AND YOUR FAMILY CAME A VERY LONG WAY JUST TO DIE.

HOW LITTLE YOU UNDERSTAND *US*, LITTLE TOTEM.

DEATH HOLDS *NO* SWAY OVER MY FAMILY...

EARTH-802.

BLOOP

"...AND NOW LIVE THE LIFE ETERNAL."

"...WE CONQUERED MORTALITY AGES AGO...

LORD JENNIX? ARE YOU ALL RIGHT?

SMYTHE. MADISON. WARREN.

AH. BACK IN MY LAB, I SEE.

YES, M'LORD.

BEEN SO LONG SINCE I HAD TO RESPAWN.

DO YOU NEED TO EAT, M'LORD?

OR PERHAPS TRANSPORT BACK TO THE FIELD OF BATTLE?

NO, LET MY FATHER AND BROTHER DEAL WITH THEIR BLOOD SPORTS.

IT'S DEGRADING. I ATE A MONKEY. HOW IS THAT WORTH MY TIME?

I WILL GET FAR MORE ACCOMPLISHED HERE ON MY WORLD WITH *MY* RESEARCH. COME! THERE IS MUCH WORK TO DO...

...AND I WILL TOLERATE NO FURTHER DISTRACTIONS.

THERE IT IS. JENNIX'S STRONGHOLD: THE BAXTER BUILDING. READY, BOYS?

YEP. YOU CAME UP WITH A PRETTY GOOD PLAN, JESS.

C'MON! GO TEAM CLONE!

NO. WE'RE *NOT* CALLING OURSELVES THAT.

YOU ARE NO FUN, BROTHER.

SPIDERS ARE DYING, REILLY. THIS IS ANYTHING BUT FUN. LET'S GO.

CHECK OUT SCARLET SPIDERS #1 -NICK

EARTH-13.

COMING TO OUR SAFE ZONE WILL BE YOUR UNDOING, SOLUS.

SPIDERS.

SO MANY OF YOU BELIEVE YOURSELVES FUNNY.

"SAFE ZONE."

THERE IS NO SUCH THING.

KRAKOOOM

NOT FROM US.

PARKER! IT'S SPIDER-UK, MATE! COME IN!

CHEERIO. PIP-PIP. WHAT'S UP?

GET BACK HERE-- *NOW!*

IN A SEC. PICKING UP SOME REINFORCE--

NO! WHATEVER YOU'RE DOING, *DROP IT!* WE NEED *ALL HANDS!*

WHAT'S GOING ON?

END OF THE FLIPPIN' WORLD!

THIS IS *IMPOSSIBLE!*

I'M THE MOST POWERFUL THING IN THE *UNIVERSE!*

THIS UNIVERSE, TOTEM! I AM *SOLUS!* PATRIARCH, KING, AND *GOD*--

--OF THOSE WHO HAVE INHERITED THE *MULTIVERSE!* I LOOM OVER *ALL* REALITIES!

FATHER.

*#$@! *ME!* THAT-- THAT'S--

IMPRESSIVE.

WHATEVER YOU ARE--

--YOU ARE NO MATCH FOR THE *ENIGMA FORCE!*

YOUR PRECIOUS PRIMAL FORCE OF CREATION?

YOU POOR FOOL! THAT IS *PURE LIFE FORCE!*

THE POWER THAT MY BROOD *FEASTS ON.*

AND WHILE IT MAY BE TOO MUCH FOR ANY OF MY CHILDREN TO HANDLE--

--I AM THE FIRST OF MY KIND, AND MY HUNGER *KNOWS NO LIMIT!*

NO. I HAD ULTIMATE POWER.

ULTIMATE RESPON--

NOW YOU ALL KNOW. IT'S OVER.

THERE IS NO SAFE GROUND. ANYWHERE.

SON, IT'S TIME WE CLAIMED OUR PRIZE.

GUYS? THIS CAN'T BE IT.

WHAT DO WE DO? WHERE DO WE GO?

I--I DON'T KNOW.

ENOUGH, CHILD. HAND IT OVER.

UNHH--

TRUD

WAHHH

YES. THERE YOU ARE.

FATHER, I HAVE IT.

THE SCION IS OURS!

WAHHH

NO. NO. NO. NO. OH GOD, PLEASE, NO!

BENJY!

Scarlet Spiders #1 variant by
Mark Bagley, **Scott Hanna** & **Morry Hollowell**

Amazing Spider-Man #13 Welcome Home variant by
Salvador Larocca & **Israel Silva**

Amazing Spider-Man #14 variant by
Phil Noto

Amazing Spider-Man #15 variant by
Simone Bianchi

SPIDER-VERSE TEAM-UP #2
"TOO MANY SPIDER-MEN!"
"A SPIDER IN THE DARK"

TOO MANY SPIDER-MEN!

DAILY BUGLE

PARKERRR!

PAY ATTENTION, DAD-BLAST IT! WE'VE HAD REPORTS OF TWO SPIDER-MEN SWINGING AROUND, MAKING SPECTACLES OF THEMSELVES!

TWO SPIDER-MEN?

DO YOU KNOW WHAT THIS MEANS?

WELL, CRIMINALS HAVE IMPERSONATED SPIDER-MAN BEFORE--

BALDERDASH! THAT WEB-HEADED MENACE FINALLY SHOWED HIS TRUE COLORS! HE'S PUT TOGETHER A GANG OF CROOKS TO TERRORIZE THE CITY! GET ME PROOF!

HEY, MILES! HAVEN'T WE PASSED THIS SAME BLOCK, LIKE, SIX TIMES ALREADY?

THE WHOLE CITY LOOKS THE SAME TO ME. JUST STAY NEAR THE DAILY BUGLE. WE NEED TO FIND THIS WORLD'S SPIDER-MAN.

YEAH, UH...

...MISSION ACCOMPLISHED.

WALLOPIN' WEBSNAPPERS! IT'S TRUE!

ALL RIGHT-- I DON'T KNOW IF YOU'RE ***CHARLES CAMEO***, ***MYSTERIO***, OR SOMEONE NEW, BUT YOU MADE TWO MISTAKES. YOU GOT THE COSTUME WRONG...

...AND YOU FORGOT THAT EVEN A GUY WHO DOES WHATEVER A SPIDER CAN, CAN'T BE IN ***TWO PLACES AT ONCE!***

NOW, YOU IMPOSTORS CAN UNMASK AND SURRENDER RIGHT NOW, OR I CAN WEB YOU UP AND WE'LL DO IT AT THE POLICE STATION. YOUR CHOICE, CHUMS!

STAY BACK, MILES. I'VE FIGURED THIS WORLD OUT. I'LL TALK TO HIM IN A LANGUAGE HE CAN UNDERSTAND.

GET HEP TO THIS, DADDY-O. THERE'S A HEAVY SCENE GOIN' DOWN, AND WE AIN'T GOT TIME FOR A LOT OF RAMA-LAMA-DING-DONG. DIG?

THE HARD WAY IT IS!

VWEET

VWEET

SERIOUSLY? IS THIS A WEB OR A BLANKET?

AND AS FOR *YOU*--

WAIT. PLEASE. WE'RE NOT CRIMINALS. WE'RE SPIDER-MEN FROM OTHER DIMENSIONS.

WE NEED YOUR HELP TO STOP A MENACE ONLY AN ARMY OF SPIDER-MEN CAN BEAT AND...

...THIS SOUNDS COMPLETELY INSANE, DOESN'T IT?

OTHER DIMENSIONS?

THAT EXPLAINS EVERYTHING. WHY DIDN'T YOU SAY SO SOONER?

YOU... BELIEVE US?

SURE. WHY NOT? I MET A BUNCH OF SPIDER-PEOPLE FROM ANOTHER PLANET ONCE. THEIR COSTUMES WERE ALMOST AS UGLY AS YOURS.

KINDA OVERDOING THE WEBS, DON'TCHA THINK?

THERE'S THIS GANG OF ENERGY-VAMPIRES CALLED *THE INHERITORS.* THEY'RE HOPPING DIMENSIONS, KILLING EVERY ALTERNATE SPIDER-MAN THEY FIND.

THE ONLY WAY WE CAN FIGHT 'EM IS TO PUT TOGETHER AN ARMY OF SPIDEYS. AND WE'RE THE RECRUITING PARTY! SO SADDLE UP, *COMPADRE!*

I DIDN'T CATCH THAT LAST PART. WAS IT FRENCH?

THIS GUY'S A BABE IN THE WOODS. I'M NOT SURE IT'S FAIR TO MAKE HIM PART OF THIS. HE'LL GET SMOKED LIKE BABY BACK RIBS!

WHO'S HE TALKING TO?

I'M STARTING TO THINK EVEN *HE* DOESN'T KNOW.

MY POINT IS, WE NEED YOU TO UNDERSTAND HOW SERIOUS THIS IS.

OH, I DO. AND I'D LOVE TO HELP. BUT I'VE GOT A JOB HERE I CAN'T LEAVE UNFINISHED.

SEE, ***DR. NOAH BODDY*** ESCAPED PRISON AGAIN, AND HE TOOK THE WORST OF MY BAD GUYS WITH HIM.

"NOAH BODDY"? COME. *ON.* THAT'S A JOKE, RIGHT?

LOOK AT THIS FACE, PAL. DO I LOOK LIKE I'M JOKING?

THE JOKE'S ON *YOU,* WEB-BRAIN! *HAHAHAHA!*

THREE SPIDER-MEN! PLENTY FOR ALL OF US, EH, GREEN GOBLIN?

I'LL GET MORE OF THEM THAN YOU, VULTURE! CARE TO WAGER ON IT?

OH, NO...ELECTRO? SCORPION? THIS IS BAD...

GET BEHIND ME. YOU'RE NOT READY FOR SOMETHING LIKE THIS.

HOW ABOUT THE EGO ON THIS GUY? HE REMINDS ME OF NICK FURY!

I'VE BEATEN ALL THESE CROOKS BEFORE...AND I'LL DO IT AGAIN!

YOU'VE HEARD THE EXPRESSION "*THICK AS THIEVES*"? WELL, THESE THIEVES ARE THICK, ALL RIGHT! THEY'RE THEIR OWN WORST ENEMIES!

ELECTRO, YOU CLUMSY FOOL, YOU'RE SHORT-CIRCUITING MY WINGS!

YOU'RE THE FOOL, BIRD-BRAIN!

GUESS YOU HAVE A POINT. THIS IS *YOUR* WORLD...YOU CAN HANDLE YOUR BUSINESS. OKAY, LET'S GET 'EM!

A SOLIND PLAN. BUT YOU OVERLOOKED SOMEBODY.

OR SHOULD I SAY *NOAH BODDY?* HA HA HA!

SHEE AH

GNNAAHH!

I KNEW EVEN *THREE* SPIDER-MEN COULDN'T STAND UP TO MY URANIUM-POWERED FUTURO-RIFLE!

URANIUM? TH-THE RADIATION... H-HE'S KILLED US ALL...

NOT YET, FOOL. JUST RENDERED YOU HELPLESS. BY *"URANIUM"* I MEANT IT'S POWERED BY A METEOR THAT FELL TO EARTH FROM URANUS!

H-HEH... *"URANUS"*...

BUT ONE MORE BLAST SHOULD END THIS. AND THEN THE UNDERWORLD WILL BOW DOWN TO ME!

YOU?

STAND ASIDE, BODDY! THE GLORY OF FINISHING SPIDER-MAN MUST BELONG TO THE GREEN GOBLIN!

BACK OFF, YOU GRINNING GARGOYLE, UNLESS YOU WANT WHAT THEY GOT!

L-LAST TIME... I BEAT THEM WITH VENTRILOQUISM...MADE THEM TURN ON EACH OTHER. BUT I DOUBT THEY'LL FALL FOR IT AGAIN.

VENTRILOQUISM? WHAT, THE "*GOT YOUR NOSE*" GAMBIT WAS TOO SOPHISTICATED?

TH-THIS IS SERIOUS. LIFE-AND-DEATH STAKES. I REALIZE THAT'S NOT SOMETHING EITHER OF YOU IS USED TO...

I'M ALL TOO USED TO IT, FRIEND. MY UNCLE BEN WAS MURDERED BECAUSE I DIDN'T ACT IN TIME. I KNOW ALL I NEED TO ABOUT DEATH.

OH, GEEZ, SORRY. I GUESS YOU DO. I'VE BEEN TREATING YOU LIKE AN AMATEUR...WHICH DRIVES ME NUTS WHEN PEOPLE DO IT TO ME.

WE'LL PLAY IT YOUR WAY. BUT WE ONLY SURVIVE THIS *TOGETHER*. BOTH OF YOU, LISTEN...

BAH! THE SCORPION ISN'T AFRAID OF YOUR TOYS!

UH, SCORPION, MAYBE WE SHOULDN'T BE HASTY. YOU SAW WHAT THAT WEAPON CAN DO.

HMPH. WELL, I SUPPOSE THERE ARE ENOUGH SPIDER-MEN TO GO AROUND. WE CAN *ALL* HAVE A HAND IN FINISHING THEM--

THWIP

YANK

WHAT--?

A SNEAK ATTACK, EH?

YOU ASKED FOR IT, TRAITORS!

KZZATT

AAGGH!

AND YOU ASKED FOR THIS!

GHAAHH!

PRETTY NIFTY POWERS THERE, PAL!

YEAH, I'M SUPER JEALOUS OF THAT VENOM TOUCH. THE CAMOUFLAGE, NOT SO MUCH. WHO'D WANT TO HIDE WHEN YOU'RE THIS HANDSOME?

AN ECONOMY-SIZE PACKAGE OF VILLAINS, FROM YOUR FRIENDLY NEIGHBORHOOD... SPIDER-*MEN*?

WE SHOULD MOVE ON TO THE NEXT WORLD. TIME'S RUNNING OUT...FOR ALL OF US.

BUT I HAVE TO TELL AUNT MAY I WON'T BE HOME FOR A WHILE...AND JAMESON, AND BETTY.

I THINK I'VE GOT A WAY TO SAVE TIME...ASSUMING WE'RE BOTH PETER PARKER, AND WE LOOK AS ALIKE AS I THINK.

I'M NOT SURE THIS IS GONNA WORK.

WELL, MY SECRET IDENTITY'S OBVIOUSLY NO SECRET TO YOU TWO, SO I DON'T SEE ANY HARM IN TRYING--

WALLOPIN' WEBSNAPPERS!

YOU WALK AROUND LIKE *THAT*?

Soon...

I TOLD AUNT MAY I WAS GOING ON A SCHOOL TRIP. EVERYTHING GO OKAY WITH OLD BRILLO-HEAD?

YEP. I THOUGHT HE MIGHT NOTICE SOMETHING OFF, BUT HE JUST CALLED ME A HIPPIE AND TOLD ME TO GET A HAIRCUT.

WISH I COULD'VE HELPED...

...BUT I THINK WE WOULD'VE HAD A HARDER TIME SELLING THAT I'M YOU.

I DON'T BELIEVE IT! YOU'RE--

OH, SNAP! DON'T TELL ME SPIDER-"MAD-MEN" IS OLD FASHIONED IN BAD WAYS, TOO!

--A *HIGH SCHOOL KID!*

I THOUGHT YOU'D BE OLDER. NO OFFENSE. YOU JUST SEEM TO REALLY KNOW YOUR STUFF.

I... DO?

YEAH. I GUESS I DO.

ALL RIGHT, SPIDER-MEN... ACTION'S OUR REWARD. WHAT DO YOU SAY WE GO SAVE THE *MULTI-VERSE?*

CONTINUED IN *SPIDER-VERSE...* AS IF I HAD TO TELL YOU!

Earth-21205

ENOUGH RUNNING. IT'S *AMBUSH* TIME.

NO NO NO!

YOU CAN'T *FIGHT* THEM.

YOU HAVE TO COME *WITH* ME!

WHAT, AND LEAVE ALL *THIS?*

KLK

OH, YOU SILLY, *SILLY* GIRL.

SHADOWLAND

A SPIDER IN THE DARK

GREAT.

BEFORE, VERNA AND HER HOUNDS WERE JUST HUNGRY...

"...NOW THEY'RE HUNGRY *AND* TICKED OFF."

RARRGGH!

HUH. SEE WHAT YOU MEAN.

PEOPLE SAY *I* HAVE A TEMPER.

HEY!

THOSE ARE MINE.

KLIK

WHO *ARE* THOSE MANIACS?

OH, AND WHILE WE'RE ON THE TOPIC--

THWOOM

--WHO ARE *YOU?*

YOU TRACK ME DOWN, YOU DRAG ME INTO A DEATH RACE WITH A MADWOMAN AND HER DOGGIE-DEMONS... YOU CLEARLY *KNOW* WHO I AM, BUT *I* DON'T KNOW YOU.

ACTUALLY, PETER, YOU *DO* KNOW ME.

OR YOU *DID.*

I'M JUST NOT THE ME YOU USED TO KNOW.

Spider-Gwen. Earth-65.

G-GWEN?

IT ISN'T POSSIBLE...

...YOU'RE DEAD...

SNAP

...I KILLED YOU.

I KILLED YOU.

I KILLED *ALL* OF THEM.

FIRST GWEN.

THEN THE GOBLIN.

AND WHEN BOTH OF THEM WERE DEAD, THE ONLY ONE LEFT TO KILL WAS *SPIDER-MAN.*

SO I KILLED HIM.

I UNDERSTAND.

IN *MY* REALITY, I WAS RESPONSIBLE FOR *YOUR* DEATH.

I KNOW HOW YOU FEEL--

NO.

IT'S TRUE.

THE GRIEF, THE GUILT. THE SENSE OF OVERPOWERING *RESPONSIBILITY.*

I CAN'T CHANGE YOUR PAST, PETER, BUT WITH THIS--

--I CAN OFFER YOU A *WAY BACK* TO THE MAN YOU WERE SUPPOSED TO BE.

WHAT IS IT?

A KIND OF *TELEPORTATION DEVICE.*

THERE ARE MULTIPLE REALITIES, PETER.

A WEB OF WORLDS IN TERRIBLE DANGER.

I WAS CHOSEN TO FIND YOU, PETER. BECAUSE OF *OUR* HISTORY.

THOSE WORLDS NEED YOU. *I* NEED YOU.

THAT *WOMAN.* THE ONE YOU CALLED *VERNA.* IS SHE--

CRASH

I SMELL BLOOD.

TASTY *SPIDER* BLOOD.

HOUNDS...

...FETCH.

GWEN... NO, NO, OH NO...

...DON'T BE DEAD...

...PLEASE...

...NOT AGAIN.

OH, HEY, PETE...HOW YA DOING?

I'M GOOD.

UNNH...

BUT I CAN BE BETTER.

MAYBE I CAN'T BE THE MAN YOU THINK I OUGHT TO HAVE BEEN...

...BUT MAYBE I CAN BE A *BETTER* MAN THAN THE ONE I BECAME WHEN HE DIED.

KLIK

THE END

WHAT *ARE* YOU BABBLING ON ABOUT?

UNNHGH

YOU'RE NOT A "MAN," GOOD OR BAD OR BETTER OR WORSE.

YOU'RE MY *MEAT*.

I EAT SPIDERS LIKE YOU FOR BREAKFAST, LUNCH, AND DINNER.

KLIK

THE END

PETER!

OH, GOD, NO...

...DON'T...

...DON'T...

I THOUGHT I COULD SAVE YOU.

YOU DID.

HE'S DEAD.

YOU'RE NEXT.

FWASH

HMPH.

I DON'T SEE THAT *YOU'VE* GOT ANYTHING TO SMILE ABOUT.

PITY, THOUGH. ALL THAT LIFE LOST.

WASTE OF A PERFECTLY GOOD MEAL.

LAND

YOU DON'T THINK THIS IS COOL?

NO.

THAT'S CRAZY. *YOU'RE* CRAZY.

WE'RE RIDING GIANT LIZARD DONKEYS THROUGH PURPLE SAND, HEADING FOR A MANHATTAN CARVED OUT OF *GOLD.*

BUT YOU'RE SO JADED SUPER HERO *OVER IT...*

YOU CAN'T EVEN ADMIT IT'S COOL.

OF COURSE SILK THINKS THIS IS COOL.

IF I SPENT THE LAST DECADE IN A Y2K BUNKER DRINKING THE WORLD'S LAST REMAINING CANS OF SURGE WHILE WEARING OUT MY VHS OF *CLUELESS*, I'D PROBABLY THINK THIS ALTERNATE UNIVERSE SUICIDE RUN WAS THE BEE'S KNEES.

DIFFERENT STROKES.

INSTEAD I WAS OUT HUNTING SUPER-SKRULLS AND FIGHTING SPACE WARS.

I KNOW BETTER.

BUZZ.

KILL.

IS A THING PEOPLE NO LONGER SAY.

I, FOR ONE, THINK IT'S *BREATHTAKING.* NO DOUBT ABOUT IT.

THANK YOU, PROHIBITION SPIDER-MAN.

THE MAN WEARS SOCK GARTERS. MY CELL PHONE WOULD TAKE HIS BREATH AWAY.

JUST SUCKS. I FINALLY GET TO HANG OUT WITH *THE* SPIDER-WOMAN.

AND IT TURNS OUT SHE'S A FRIGGIN' STICK-IN-THE-MUD.

OH, *COME* ON!

I CAN DO ALL THE FUN. PEOPLE CALL ME A...

FUN, FUN LADY. ALL THE TIME.

YOU WANNA COME BACK HERE FOR A LONG WEEKEND AFTER THIS THING'S OVER? I AM DOWN.

WE'LL RENT GOLDEN DUNE BUGGIES AND TAKE EMBARRASSING BIKINI SELFIES WITH THIS UNIVERSE'S SEXY MALE ELEKTRA. IT'LL BE *FAB.*

BUT WITH EVERYTHING THAT'S GOING ON RIGHT NOW--

--ALL I CAN THINK IS THAT IN MY EXPERIENCE, THE *WEIRDER* SOMEPLACE LOOKS--

--THE MORE EXOTIC AND ALIEN--

--THE HIGHER THE LIKELIHOOD WE'RE ALL GONNA DIE THERE.

OKAY...

SO NOW WHAT?

WE NEED TO BE READY TO *BOUNCE* THE MINUTE THOSE TWINS SHOW UP.

SO *I'LL* GO FIND US SOME BLENDING IN CLOTHES--

YOU TWO STAY HERE AND TRY TO KEEP A LOW PROFILE.

WHAT DOES THAT--

IT MEANS STAND IN ONE PLACE STARING AT EACH OTHER UNTIL THE CRUSHING BOREDOM THREATENS TO *EAT YOUR SOUL.*

GEEZ. ENJOY OURSELVES? *NOT!* LEST WE INCUR THE...

WRATH OF THE SPIDER-WOMAN.

SILK.

TAKE A LOOK OVER THERE.

WHAT DO YOU MAKE OF THOSE TWO?

WOWZA! WHOLE LOTTA FOOD THERE FOR A *DUNEY.*

YEAH IT IS. I HEARD *THREE* OF 'EM CAN EAT ON ONE LOAF FOR A *WEEK.*

SHE'S GOT HERSELF A *FEAST!*

NOT AGAIN.

LOOKS *TERRIBLE* HEAVY THOUGH.

LET'S DO HER A FAVOR. *LIGHTEN* THAT LOAD.

HEH HEH HEH.

NICE.

WEIRD.

ALL THE SUDDEN I'VE GOT A HANKERING FOR BADLY BEATEN BONEHEAD STEW.

ME TOO.

FIND US A BIG POT.

I'LL GO FETCH THE *MEAT.*

LEAVE ME ALONE!

PETE, WE *CAN'T.*

LOW PROFILE, REMEMBER?

SPLAT SPLAT

YOU THREW *EGGS* AT US?

HOPE YOU ENJOYED THAT, DUNEY.

YOU'RE ABOUT TO *PAY* FOR IT.

COME ON NOW.

I CAN'T JUST STAND HERE WATCHING...

SILK?

OVER HERE, PETE!

IF JESS WANTS TO *YELL*, SHE CAN *YELL*. PROFILE SHMOFILE.

THWIP

THERE'S ONLY SO MUCH BULLIFIED JACKASSERY A GIRL CAN HANDLE.

AND A LITTLE BIT OF THAT, TOO...I GUESS. YEAH.

REALLY DON'T KNOW WHAT I'M LOOKING AT HERE SO WHATEVER YOU THINK.

THIS IS NEW YORK.

THESE PEOPLE ARE HUMAN.

THEIR FOOD WON'T KILL YOU.

JUST KEEP TELLING YOURSELF THAT.

OKAY, FOLKS, I'LL BITE.

WHAT'S ALL THE...

HULLABALOO?

@#%$!
@#%$!
@#%$!
I KNEW THEY WERE *GREEN*.
BUT IF I'D KNOWN THEY WERE *GREEN* AND *STUPID*--
--I WOULD'VE DUCT TAPED THEIR FEET TO SOMETHING HEAVY--
THWAK
HEY!
--OR JUST BEAT THEM TILL THEY QUIT MOVING.
DON'T LOOK AT ME, FELLA.
THERE'S NOT ONE PART OF THIS THAT WAS MY IDEA.

I'M NOT ASHAMED TO ADMIT IT, PETE...

I GET A BIG *KICK OUT* OF BEATING ON MORONS.

AHH!

SMELL THAT, SIS?

HER SPIDER-SENSE IS ALL A-*TINGLE*.

MUST BE TROUBLE BREWING.

I GUESS SO.

SILK!

DANG DANG DANG DANG DANG

GO!

P-TANG

HEH, THIS GUY.

YEAH...

KR-AK

BARELY WORTH EATING.

THWIP

NO!

LEAVE HIM ALONE!

OH GOD, PETE...

WHAT DO I DO? WHAT DO I DO?

DON'T BE GROSS, BROTHER.

YOU COULD *RUN*. I *LIKE IT* WHEN THEY RUN.

YO, TWINKIES!
SUCK SPEEDER BIKE!
TWINKIES?
CREAM-FILLED SNACK CAKES THAT COME IN PAIRS. DON'T WORRY ABOUT IT.
SPIDER-WOMAN!
THEY WERE GONNA...
DON'T GET TOO EXCITED, SILK.
AFTER THE *IDIOT STUNT* YOU JUST PULLED...
WTT
SOMEBODY'S STILL GONNA.
SO, BROTHER...
YOU'D SAY YOU *LIKE IT* WHEN THEY RUN?
LOVE IT.

Earth-90214. Felicia Hardy's The Black Cat Speakeasy.

WHAT DID YOU *THINK* WAS GOING TO HAPPEN, JESS?

LEAVING HER ALONE WITH GREATEST GENERATION SPIDER-MAN.

THOSE TWO WOULD TRY TO ROOT OUT EVIL ON *PUPPY DAY* AT THE *DOG PARK.*

I CAN FORCE HER TO RUN AND I CAN TELL HER TO HIDE.

BUT THIS IS *NEVER* GONNA WORK.

SOONER OR LATER THEY'LL WALK THROUGH THIS DOOR--

--OR ONE JUST LIKE IT--

AND THERE WON'T BE A DAMN THING I CAN DO TO KEEP HER SAFE.

THIS SEEMS *DUMB.*

AGREED.

I MEAN...WHY DID WE BRING HIM *HERE* WHERE IT'S LIKE NINETEEN-THIRTY-WHATEVER AND THERE AREN'T ANY *SUPER SCIENCE* DOCTORS TO FIX HIM?

WE BROUGHT HIM *HOME.* HE HAS FRIENDS HERE. THEY'LL TAKE CARE OF HIM...

DISCREETLY.

AS FAR AS OUR MISSION IS CONCERNED, THE MAN'S BEYOND *FIXING*, WE HAVE TO KEEP MOVING.

YEAH, BUT--

YOU'RE NOT JUST GONNA *LEAVE* HIM HERE?! THAT'S--

IT'S *WHAT*, SILK?

COLD-BLOODED? *HEARTLESS?*

Y-EAH...

YEAH. IT *IS*.

BUT I'M SUPPOSED TO KEEP *YOU* ALIVE AT *ALL* COST.

TODAY *HE'S* THE COST.

THIS ISN'T AN EXCITING ADVENTURE IN FARAWAY LANDS, WHERE YOU GET TO LEARN HOW TO BE THE SUPER HERO YOU ALWAYS KNEW YOU COULD BE.

IT'S A BIG SCARY WAR.

AND IF YOU DON'T START *LISTENING* TO ME, THE GOOD GUYS WILL ABSOLUTELY *LOSE*.

OKAY...

DAMN IT. *NOW* LOOK WHAT YOU DID.

WHAT'S HER FEELING GUILTY GONNA HELP?

SILK. I'M...THIS ISN'T ON YOU.

IT IS THOUGH. YOU'RE RIGHT.

NO. I'M STRESSED AND SCARED AND MAD AT MYSELF FOR...

KRESS

IT'S THEM. WE HAVE TO GO.

JESSICA...

YOU KNOW WHAT THEY'LL DO TO PETE IF THEY FIND HIM INSTEAD OF ME.

@#$% ME.

FINE. COME ON.

WHO'S *THEY?* WHAT WILL THEY DO?

LET'S GO TAKE OUR BEATING.

SO, UM... YEAH.

HI.

STILL GETTING THE HANG OF THE WHOLE UNIVERSAL TELEPORTATION DEAL.

CAME IN A LITTLE *HOT.* SEEM TO HAVE BROKEN THE CHANDELIER.

PRETTY SURE IT LOOKS *WEIRD* FOR ALL THREE OF US TO BE SPIDER-CROUCHING AT THE SAME TIME.

WHO OR WHAT IS...

BELIEVE IT OR NOT, FELICIA, THAT'S WHAT A SPIDER-MAN LOOKS LIKE IN *OUR* UNIVERSE.

LOOKS PRETTY GOOD TO ME.

SIGH

Outside.

SO, HOW'RE THINGS?

YOU'RE JOKING?

WELL, I MEAN, IT'S A GENUINE QUESTION... BUT THE WORDING WAS SORT OF JOCULAR.

I'VE BEEN TASKED WITH PROTECTING A SUPER HERO FANGIRL WITH UNTREATED ADHD AND DELUSIONS OF GRANDEUR.

IT TOOK HER ALL OF TEN MINUTES TO START A MULTIVERSAL STREET BRAWL WHICH MIGHT ACTUALLY COUNT AS THE *BEST* PART OF MY DAY.

IN THAT CASE, I COME BEARING GOOD NEWS.

WE'RE PULLING YOU OUT.

WHAT?!

I THOUGHT--

IT TOOK EVERYTHING I'VE *GOT* JUST TO KEEP THIS GIRL ALIVE FOR *HALF A DAY.*

PULL ME OUT NOW AND SHE'S *RAT MEAT* BY SUNUP.

THAT'S WHY I BROUGHT GWEN AND ANYA TO TAKE OVER FOR YOU.

HEY, JESS!

ARE YOU BEING @#$% *SERIOUS* RIGHT NOW?

...YES?

YOU WANT TO SEND HER OUT THERE WITH A COUPLE OF TEENAGE BODYGUARDS?

NO. I DON'T WANT TO DO *ANY* OF THIS.

BUT...STUFF... HAS HAPPENED. WE'RE LOSING THIS WAR.

THE OTHER MISSION WE'VE COOKED UP FOR YOU MIGHT JUST TURN THE TIDE.

AND IT HAS TO BE *ME?*

'FRAID SO.

ALL RIGHT.

LADIES, LET'S CHAT.

STRAIGHT TALK.

THIS THING ISN'T ABOUT COURAGE OR HEART. IT'S ABOUT RUNNING AND HIDING.

EASY AS THAT SOUNDS, IT'S A LOT HARDER FOR PEOPLE LIKE US THAN SWINGING AROUND THE CITY PUNCHING BAD GUYS.

YOU HAVE TO TAMP THOSE EGOS ALL THE WAY DOWN AND THAT'S GONNA BURN.

BE SMART.

BE SWIFT.

NEVER STOP MOVING AND DON'T LET SILK OUT OF YOUR SIGHT FOR FIVE SECONDS. IF YOU DO, WE'RE ALL SCREWED.

THAT GIRL IN THERE IS SWEET AND ENTHUSIASTIC AND HER HEART IS IN THE BEST PLACE.

ON ANY OTHER DAY WE'D ALL LOVE HER TO PIECES.

BUT MAKE NO MISTAKE.

SILK WILL *ABSOLUTELY* GET YOU BOTH KILLED IF YOU LET HER.

GOOD LUCK.

WHT

THANKS.

DON'T YOU JUST *LOVE* JESS?

OH, *YEAH*...SHE'S THE PHYSICAL EMBODIMENT OF ALL MY DEEPEST BODY IMAGE ISSUES--

WHO ALSO SEEMS CONVINCED WE'RE GOING TO SCREW UP AND *DIE*.

WHAT'S NOT TO LOVE?

YEAH BUT...

HMM.

WHAT?

WHERE'S SILK?

THAT'S THE WEBBY *JUMPY* ONE?

I THOUGHT SHE WAS OUTSIDE WITH YOU.

OH...

CRAP.

New York City. Earth-981.

SCREW YOU, JESSICA DREW!

ACT LIKE IT'S MY FAULT THESE PSYCHOS ARE AFTER ME.

WHT

I SPENT LIKE *TEN YEARS* HIDING IN A VAULT FROM THEM.

NOW *I'M* THE CARELESS ONE?!

WHATEVER...

YOU THINK I'M SOME BIG *LIABILITY*, SPIDER-WOMAN?

DEAD WEIGHT THAT'S GONNA GET EVERYBODY *KILLED?*

FINE.

I DON'T NEED ANY HELP.

SILK MAY NOT BE MUCH OF A SUPER HERO YET.

BUT I CAN DO *ALONE* LIKE A CHAMP.

GRRGGLL

WOA-AH!

THWIP

SEE?

I'M ALL OVER IT.

INTERESTING *CHOICE* SHE'S MADE, OUR RABBIT.

RUNNING OFF ALL BY HER *LONESOME.*

DON'T WORRY ABOUT THAT, SISTER...

WE'LL KEEP HER COMPANY.

Earth-928
THE YEAR 2099

THIS HAS BEEN A GOOD DAY, WINSTON.

A VERY GOOD DAY, MR. STONE.

WE ARE FINALLY, FINALLY RID OF SPIDER-MAN.

HE'S TRAPPED IN THE YEAR 2014 WITH NO WAY OF GETTING BACK HERE. THINGS COULD NOT BE GOING BETTER.

YAAAWWWN

I BETTER GET TO SLEEP EARLY THIS EVENING.

I DIDN'T USED TO GET SO TIRED, SO QUICKLY. GETTING OLDER, I GUESS.

YUP. GOOD DAY ALL AROUND.

UH, SIR?

WHATEVER IT IS, CAN IT WAIT UNTIL TOMORROW, WINSTON?

I DON'T THINK SO, SIR.

THE PUBLIC EYE JUST FORWARDED YOU SOMETHING.

AND WHAT WOULD THEY HAVE--?

OH, NO.

LOOKS LIKE HE'S BACK, SIR.

AND APPARENTLY HE'S BROUGHT COMPANY.

HOW IS THIS POSSIBLE? HOW IS THIS *REMOTELY* POSSIBLE?

HE WAS IN THE PAST BARELY AN HOUR OR TWO! HOW DID HE FIND HIS WAY BACK SO QUICKLY?

WE DON'T KNOW THAT HE DID.

WHAT?

HE COULD HAVE BEEN GONE TWO HOURS, OR DAYS, OR YEARS.

IT'S TIME TRAVEL. WE'RE FORTUNATE HE DIDN'T COME BACK *BEFORE* WE SENT HIM BACK TO THE PAST.

HE MIGHT HAVE WARNED HIMSELF AND WE'D HAVE BOTH A PARADOX AND TWO OF THEM TO DEAL WITH.

SO INSTEAD WE HAVE ONE OF HIM AND TWO OF THEM, WHOEVER THEY ARE.

THE PUBLIC EYE HAS THEM, YES?

THEY'VE PHOTOGRAPHED THEM AND ARE CURRENTLY TRACKING THEM.

TYPICALLY SPIDER-MAN IS ABLE TO AVOID THE P.E.'S SPYING ON HIM.

HE SEEMS TO KNOW WHERE THERE ARE HOLES IN THE SYSTEM AND MANAGES TO SLIP THROUGH THE VIEWING PARAMETERS.

BUT IN THIS CASE HE MAY BE DISTRACTED BY HIS "ASSOCIATES" AND ISN'T THINKING ABOUT US RIGHT NOW.

EXCELLENT. I WANT HIM TRACKED, AND WHEN HE STOPS MOVING...

SEND IN THE PUBLIC EYE TO TAKE HIM DOWN ONCE AND FOR ALL.

SO...NOT GOING HOME AT THE MOMENT?

FIGURED THAT OUT, DID YOU?

STOP HIM, WILSON. STOP HIM...

ONCE AND FOR ALL.

NO, MA, I DON'T KNOW WHERE THE SHOCK HE IS.

BECAUSE HE DOESN'T TELL ME EVERY MOVE HE MAKES, *THAT'S* WHY!

AND WHY DO YOU CARE ABOUT WHAT HE'S UP TO, ANYWAY? YOU NEVER CARE!

"NEVER" IS A LONG WORD, GABRIEL. OF COURSE I CARE.

WHY? DO YOU NEED TO BORROW MONEY OR SOMETHING?

THAT'S A CRUEL THING TO SAY.

YOU DO HAVE TO BORROW MONEY, DON'T YOU?

JUST HAVE HIM CALL WHEN HE GETS IN.

RIGHT, MOM. WHATEVER.

JEEZ.

HOLY--!

GABE, CALM DOWN. IT'S ME.

I KNOW IT'S YOU, MIGGY! WHAT I DON'T KNOW IS WHO THE HELL *THESE* TWO ARE!

THEY'RE SPIDER-MEN FROM OTHER DIMENSIONS.

OF COURSE THEY ARE! I MEAN, WHO ELSE WOULD THEY BE?

I'M PETER PARKER. I TOOK A FORMULA TO TRY AND RID MYSELF OF MY SPIDER POWERS AND WOUND UP WITH FOUR EXTRA HANDS.

WELL, SURE, BECAUSE THAT'S *BOUND* TO HAPPEN.

WHICH ONE DO I SHAKE?

THE ONE I'M EXTENDING.

AND THIS IS SPIDER-LADY.

LADY SPIDER, ACTUALLY.

BUT YOU CAN CALL ME "MAY."

FINE. THIS IS MAY. MAY, THIS IS MY BROTHER, GABRIEL.

UH...HI. I'M GABRIEL.

YES, I KNOW.

AND YOU'RE MAY.

TWO FOR TWO.

WHERE DO YOU HAIL FROM?

NEW YORK. IN THE YEAR 1895.

WELCOME TO 2099.

THANK YOU. YOU, UH, CAN STOP SHAKING MY HAND NOW.

SORRY, WHAT?

MY HAND. YOU CAN RELEASE IT.

OH. RIGHT.

PETER HAS SOME UNSHAKEN ONES IF YOU'RE STILL IN THE MOOD.

NO, NO. I'M GOOD.

SO WHAT'S GOING ON? I RAN INTO PETER PARKER A LITTLE EARLIER. BROUGHT HIM TO YOUR APARTMENT.

ACTUALLY, THAT WASN'T...NAH, FORGET IT. TOO COMPLICATED.

LONG STORY SHORT: THERE'S A METRIC TON OF SPIDER-PEOPLE RUNNING AROUND NUEVA YORK AT THE MOMENT.

AND SOMEONE IS TRYING TO KILL US.

WHO?

HIS NAME IS DAEMOS. HE'S PART OF A FAMILY OF SPIDER-KILLERS.

THEY LIVE FOREVER BY DRAINING OUR ESSENCE.

AND HE'S RUNNING AROUND NUEVA YORK RIGHT NOW?

I'M AFRAID SO.

AND HE'S CHASING YOU GUYS?

HE MIGHT VERY WELL BE.

AND YOU THOUGHT THE BEST WAY TO DEAL WITH HIM WAS TO LEAD HIM *HERE?!*

DON'T WORRY. WE'RE *NOT* LEADING HIM HERE.

WE JUST NEEDED A SAFE HARBOR AND THIS WAS THE CLOSEST PLACE.

I NEEDED SOMEWHERE TO COORDINATE FORCES.

WHAT FORCES?

THE PUNISHER. HULK. STRANGE, IF I HAVE TO.

WE HAVE SOME PRETTY FORMIDABLE FOLKS THAT I'VE RUN INTO AND THEY PACK QUITE A PUNCH.

DAEMOS AND HIS KIND ARE MOSTLY USED TO SPIDERS. SO WE'LL MIX UP THE OFFENSIVE TEAM.

ARE YOU SURE?

I'M SPIDER-MAN.

TRUST ME.

CRASH

THERE YOU ARE!

YOU LED ME ON QUITE THE CHASE! TOOK ME TEN WHOLE *MINUTES* TO FIND YOU!

DAMN IT! GABRIEL'S NEVER GONNA LET ME HEAR THE END OF THIS...

...FOR THE FIVE SECONDS OR SO WE HAVE LEFT TO LIVE.

THE BODY YOU STOLE! WHERE IS IT?

WHERE YOU'LL NEVER FIND IT, DAEMOS.

GO! GO! I'LL STALL HIM!

WILL YOU, NOW? HOW ARE YOU GOING TO DO THAT?

DAZZLE ME WITH YOUR WIT? FLUSTER ME WITH YOUR INTELLECT?

TRY TO SEDUCE ME, PERHAPS? YOU DO HAVE A SURPLUS OF HANDS. THINK OF THE POSSIBILITIES.

BUT I THINK NOT. INSTEAD I WILL SIMPLY--

--FEAST!

IT'S ALL HAPPENING SO INSANELY FAST.

WE HAVE TO DO SOMETHING BEFORE--

WAIT YOUR TURN!

YOU WERE QUITE DELICIOUS, PETER!

THAT FORMULA OF YOURS REALLY JUICED YOU UP. MADE YOU EXCEPTIONALLY TASTY.

I SUSPECT THAT WASN'T YOUR PURPOSE, BUT IT'S IMPOSSIBLE TO ARGUE WITH RESULTS.

NOW...

WHO DIES NEXT?

KEEP BACK, CREATURE!

RUN, MIGUEL! I'LL HOLD HIM OFF!

YES, BY ALL MEANS, BECAUSE THAT PLAN WORKED SO WELL FOR YOUR PREDECESSOR.

EH? WHAT'S THIS?

YOU'RE NO SPIDER.

I... I AM...

YOU'RE NOT! YOU'RE JUST SOME...SOME *PRETENDER* WEARING MECHANICAL LEGS.

YOU HAVE THE ESSENCE, YES, BUT IT REEKS OF TECHNOLOGY!

STILL...

YOU HAVE MADE YOURSELF IN THE SPIDER'S IMAGE.

EEWWWW!

PERHAPS I CAN FIND OTHER WAYS TO AMUSE MYSELF WITH YOU.

ZWAAAAKOWWWW

I THINK THE "EWWWW" COVERS IT.

HOW... DARE Y--?

ZWAAAAKOWWWW

ARRRHHH!

GABE?! WHERE THE HELL--?!

IT'S DANA'S. SHE LEFT IT HERE AS A "JUST IN CASE" WEAPON.

HOLY SHOCK, MAN!

GO. GET HIM.

HE'S GOTTEN.

THANK YOU!

YOU'RE WELC--

MMWAAHH

STOP BY ANY TIME!

SPIDER-MAN!

GET OUT HERE BEFORE I FIND MORE PEOPLE TO KILL!

PUT YOUR HANDS OVER YOUR HEAD!

THAT IS A DIRECT ORDER!

I DO NOT TAKE ORDERS!

DO YOU UNDERSTAND THAT?

AM I MAKING THAT ABUNDANTLY CLEAR?

BLAKOWW BLAKOWWW

UNHHH...

TYLER! TYLER STONE!

I JUST KNOW YOU'RE WATCHING THIS. LISTEN TO ME VERY CAREFULLY.

YOU SENT ME BACK TO 2014. ORDINARILY I WOULD BEAT THE LIVING CRAP OUT OF YOU FOR THAT.

BUT THIS IS YOUR LUCKY DAY. I'M ABOUT TO GIVE YOU A FREE PASS.

ALCHEMAX, FLOOR 82, LAB C. YOU KNOW WHAT I MEAN.

HAVE IT READY FOR ME...

...AND INSTEAD OF RIGHTFULLY POUNDING YOU INTO OBLIVION, I WILL OWE YOU A FAVOR.

THIS IS A ONE-TIME OFFER. MAKE THE RIGHT DECISION.

WINSTON. DO WHAT THE SPIDER SAYS.

YES, SIR.

GOOD MAN.

ANYONE ELSE?

YEAH.

ME!

KRAUNK

I HAVE HIM!

THWIIIPP

DO YOU, PRETEND SPIDER?

MY OFFER IS STILL OPEN, YOU KNOW. YOU MAY BE A SHAM OF A SPIDER, BUT I ADMIRE YOUR SPIRIT.

AND YOUR FIGURE IS QUITE STRIKING.

SHARE YOURSELF WITH ME WILLINGLY AND--

I WOULD RATHER DIE.

THAT CAN BE ARRANGED.

ME FIRST.

NOW *YOU* ARE CERTAINLY NO IMPOSTER. THE SPIDER POWER SURGES THROUGH YOU.

YOU WILL PROVIDE QUITE THE FEAST.

UNNFFF!

IS THAT IT? IS THAT ALL YOU HAVE TO OFFER?

NO, I HAVE LOTS MORE THAN THAT BUT I'VE GOT TO GET YOU TO FOLLOW ME FIRST

AND KNOWING THIS GUY, THAT SHOULDN'T BE AN ISSUE.

WHERE ARE YOU GO--?

JUST FOLLOW ME.

ALL RIGHT, IF YOU'RE SURE.

I'M ANYTHING *BUT* SURE, BUT I'M NOT ABOUT TO TELL HER THAT.

A *RACE!* I *LOVE* RACES!

YOU'RE *FLYING* NOW.

CAN YOU DO THAT ON YOUR OWN?

ANTI-GRAV MATERIAL ON MY BACK.

TECHNOLOGY, THEN. YOU WOULD ENJOY MY WORLD.

IS ANYONE TRYING TO KILL US THERE?

YES.

THEN I'M THINKING NOT SO MUCH. NOW...

LISTEN CAREFULLY. HERE'S WHAT I NEED YOU TO DO...

ALL RIGHT. NOW WE SEE IF TYLER GOT MY MESSAGE.

IF THE FRONT FREIGHT DOOR ON THE 82ND FLOOR IS OPEN, THEN--

PERFECT!

WHERE DO YOU THINK YOU'RE GOING, SPIDER-MAN? HOW FAR DO YOU THINK YOU CAN FLEE? DO YOU TRULY BELIEVE THAT--

EH?

MAY! NOW!

IS THIS SPIDER ENOUGH FOR YOU?

THAT IS FOR BEING AN OFFICIOUS DOLT!

WHAT IS THIS?! WHERE--

KRAAASH

UNFFFF!

HEY THERE. WELCOME TO LAB C.

IT DOESN'T MATTER WHERE I AM...

IT ACTUALLY DOES.

ZIIIWAAAAAAAK

AARRGGHHHH!

SEE, THIS IS A STASIS CELL. IT KEPT VENOM BUTTONED UP. IT SHOULD BE ABLE TO HANDLE YOU.

WELCOME TO ALCHEMAX, DAEMOS.

YOU WON'T BE LEAVING ANYTIME SOON.

SCARLET SPIDERS #2
"THE OTHER"

HIS NAME IS KAINE AND HE'S LEARNED THAT PEOPLE'S IMPRESSIONS OF HIM ARE USUALLY WRONG.

PETER PARKER! I CAN'T BELIEVE IT.

HE IS NOT PETER PARKER.

JENNIX HAS YOU BRING A SPIDER IN HERE AND I DON'T EVEN HEAR ABOUT IT?

MY SECURITY TEAM WILL CATCH THE GIRL, BUT THIS ONE? HE LOOKS PRETTY HARD-BOILED. WHAT HORRIBLE POST-APOCALYPTIC UNIVERSE IS HE FROM?

DUNNO. AND IF JENNIX WANTED YOU OUT OF THE LOOP, YOU'LL HAVE TO TAKE IT UP WITH HIM. I'M ON MY WAY THERE RIGHT NOW. I'LL TELL HIM YOU WANT TO TALK TO HIM.

PETER PARKER HAD A LIFE. KAINE NEVER HAD ONE OF THOSE.

JENNIX DOESN'T WANT ME TO KNOW YOU GRABBED UP A SPIDER, BUT YOU BROUGHT IT THROUGH THE FRONT DOOR?

TONY, TALK TO ME. SOMETHING ISN'T ADDING UP HERE.

PETER PARKER IS A HERO.

SNAP

WHERE DID HE GO!?

FLAME--

..ONNNNN!

FWOOSH

HA!

ARG!

BZZT

UNG!

KWUD

I CAN SEE YOU COMING NOW!

YOU SEE THAT COMING?

SO. YOU SMASHING UP A GUY'S FACE WHEN YOU'RE INVISIBLE?

IT'S...PRETTY HORRIBLE.

MAYBE IF YOU HAD **BLASTED** HIM IT WOULDN'T HAVE BEEN NECESSARY.

I'M...PRETTY UNCLEAR ON HOW THESE WEAPON SYSTEMS WORK, ACTUALLY.

DOESN'T MATTER NOW. YOU HAVE TO TAKE IT OFF.

I'M NOT GOING TO KILL HIM, AND WE CAN'T DRAG HIM AROUND WITH US. EVENTUALLY THEY'LL FIND HIM. GUARANTEED, JENNIX HAS FAIL-SAFES ON THAT SUIT.

HE'LL PROBABLY MAKE IT FLY YOU RIGHT TO HIM, THEN HE'LL PEEL YOU OUT OF IT LIKE A SARDINE.

I KNOW WHAT THIS IS.

YOU JUST WANT TO BE THE ONLY ONE WITH A COOL SUIT.

FREEZE!

CHIEF STORM'S VITALS WENT DARK. WHAT THE *HELL* IS GOING ON HERE?

OKAY. I KNOW THIS LOOKS STRANGE.

WHAT THE--?!

KRAK

SNAP

WHAM

LET'S GET OUTTA HERE!

DON'T WASTE THE WEBS.

I THINK IT'S SAFE TO SAY THAT OUR COVER'S BLOWN.

BLACK WIDOW WAS SUPPOSED TO BE THE ONE DRAWING ATTENTION, NOT US.

SHE'S DOING HER JOB.

JESSICA, ARE YOU DOING YOUR JOB?

I DO MY JOB LIKE IT'S MY *JOB.*

WHAT ARE *YOU* TWO DOING?

KAINE GOT ANGRY AND BEAT UP A BUNCHA GUYS. NOW *WE'RE* RUNNING INTERFERENCE FOR *YOU.*

THAT'S AN *UNDERSTATEMENT.* THEY'RE CALLING OFF THE ENTIRE SEARCH FOR ME SO THEY CAN FIND YOU NOW.

CAN YOU MONITOR THE SECURITY SYSTEM TO HELP US OUT?

LOOKS LIKE THEY'RE MUSTERING ON LEVEL THREE OF E WING. IS THAT WHERE YOU ARE?

UH...WE DON'T *KNOW* WHERE WE ARE.

THERE'S A SKYLIGHT.

YOU'RE SUPPOSED TO TELL US WHERE WE ARE!

HOW COULD I KNOW WHERE YOU ARE? I'M USING A TERMINAL I TOOK OFF ONE OF JENNIX'S GUARDS. IF *THEY* DON'T KNOW WHERE YOU ARE, *I* DON'T KNOW.

CAN YOU TELL US WHERE JENNIX KEEPS HIS CLONE BODIES AT LEAST?

THAT'S EASY. CENTRAL SHAFT OF THE BUILDING IS TIERED LAB SPACE AND DRAWS THE MAJORITY OF THE POWER. THAT'D BE MY FIRST GUESS.

THERE ARE ENTRYWAYS ON EVERY OTHER FLOOR, BUT I DON'T KNOW HOW YOU'LL GET IN. THEY ALREADY KNOW I'M IN THE SYSTEM AND THEY'RE TRYING TO SHUT ME OUT. THERE'S NO WAY I OPEN THOSE DOORS.

WE'LL FIGURE IT OUT.

GOT A FAVOR TO ASK YOU, GUY.

USE THE CODE TO OPEN THE DOOR OR I USE YOUR *HEAD.*

P-PLEASE. YOU TWO DON'T KNOW WHAT YOU'RE GETTING INTO HERE.

WELL THEN, YOU CAN EXPLAIN IT TO US.

YEAH... START EXPLAINING SOME STUFF *RIGHT NOW,* PLEASE.

CLONES.

HOW MANY ARE THERE?

GOTTA BE A THOUSAND.

THAT'S CLOSE, YES.

AND IS THIS JUST JENNIX? OR HIS SIBLINGS TOO?

NO, THIS IS ALL OF THEM. EACH TIER IS FOR A DIFFERENT ONE.

WE'LL HAVE TO DESTROY THE WHOLE *BUILDING.*

WE CAN'T DO THAT. WHAT ABOUT THIS GUY AND HIS FRIENDS?

PLEASE DON'T KILL ME AND MY FRIENDS.

IT'S NO PROBLEM. WE JUST HAVE TO FIGURE OUT A WAY TO BLOODLESSLY DISMANTLE A FORTRESS DESIGNED BY THE GREATEST GENIUS IN THE WORLD.

UH, EXCUSE ME, MY KING. BUT THERE'S A PROBLEM ONLY YOU CAN SOLVE.

YES, DR. WARREN? WHAT IS IT?

WELL...I GUESS THERE COULD BE *TWO* PROBLEMS, BUT IT'S MAYBE JUST ONE.

OUR SECURITY TEAMS ARE BEING BEAT UP AND OUR SECURITY CAMERAS AREN'T CATCHING ANYTHING.

AND WHY DO YOU THINK THAT IS?

WELL... MAYBE BECAUSE WHOEVER BROKE IN IS INVISIBLE. OR IS *REALLY FAST.*

AHEH HEH HEH.

WONDERFUL ACUMEN AS *ALWAYS*, DR. WARREN. TELL ME, DO YOU KNOW WHY I KEEP YOU AROUND?

FOR MY ACUMEN!

CLOSE, BUT NOT QUITE. I KEEP YOU AROUND BECAUSE YOU WERE ONCE THE MOST BRILLIANT MIND ON THE PLANET.

OH, I DON'T THINK SO, SIRE. I THINK I'D *REMEMBER* SOME OF THAT.

OH, BUT SOMETIMES YOU *DO* REMEMBER, MILES.

THOSE DAYS ARE THE *BEST* DAYS.

I'VE GOT BUSINESS TO ATTEND TO WITH *THE FAMILY* RIGHT NOW.

LET THE INVADERS GET INTO THEIR FISTFIGHTS WITH SECURITY. LET THEM *THINK* THEY CAN *HURT ME.* IF THEY MAKE IT ALL THE WAY TO SPECIAL PROJECTS, I'LL HAVE A TALK WITH THEM *PERSONALLY.*

JESSICA.

I'M HERE.

THESE CLONES ARE JUST EMPTY HUSKS UNTIL JENNIX AND HIS SIBLINGS DOWNLOAD THEIR CONSCIOUSNESS INTO THEM.

BUT THEY'RE STILL BEING KEPT ALIVE. *FRESH.* THERE'S GOT TO BE A WAY TO CUT THE POWER HERE SO THEY JUST DIE ON THE *VINE.*

I'M LOOKING INTO IT.

THE MAIN POWER CELLS ARE LOCATED ON THE EAST SIDE OF THE BUILDING, BUT GETTING THERE WILL BE DIFFICULT.

LIKE "DEADWOOD" DIFFICULT, OR "JOHN FROM CINCINNATI" DIFFICULT?

I DON'T GET THE REFERENCES SO I'M JUST GOING TO IGNORE MOST OF THE THINGS YOU SAY.

YOU NEED TO GET PREMIUM CABLE IN YOUR UNIVERSE.

THE PROBLEM IS THAT THEY'VE LOCKED ME OUT OF THE SYSTEM. I'M ON THE MOVE, TRYING TO FIND A COMMUNICATIONS ARRAY.

BUT UNTIL THEN, IF YOU GUYS ARE PICKED UP BY SURVEILLANCE, I CAN'T CONTROL THE COUNTER-MEASURES.

I'LL TAKE CARE OF IT.

WE'VE GOT A MALFUNCTIONING DOOR HERE.

SOMETIMES HE WEARS THE SUIT AT NIGHT WHEN HE SLEEPS.

SOMETIMES NOT EVEN IN HIS APARTMENT. ON ROOFTOPS OR TOWERS. ONCE ON HIRSCH ROAD, OVER THE BUFFALO BAYOU.

INVISIBLE TO THE LIGHTS OF THE CITY THAT FAINTLY PAINT THE HEAVY AIR.

WHEN HE LOOKS DOWN HE CAN'T SEE HIS HANDS, OR THE REST OF HIS BODY.

INVISIBLE ASSAILANT! REQUEST SUPPORT! COPY?!

IN THOSE MOMENTS, HE ISN'T THERE AT ALL.

GET OUR TURRETS ONLINE!

THE ANGER IS ALWAYS THERE. OF COURSE. EITHER BRIGHT AND BLOOMING OR COLD AND COILED.

THEN IN BATTLE, PULLED INTO FOCUS SO SHARP, IT'S THE NEEDLE THAT TAKES THE AIR OUT OF THE WORLD.

KAINE IS A SPIDER, AND HIS LIFE IS STILLNESS AND BLINDING VIOLENCE.

IT'S NOT MUCH OF A LIFE.

BUT IT'S WHAT HE'S BEEN ABLE TO MAKE WITH THE MATERIAL HE HAS.

075
FAP
I NEED YOU.
NO WAY YOU'RE DONE ALREADY. THE POWER'S STILL ON IN HERE.
OH, HEY, BORA.
GOTTA BE THE MOST HIDEOUS FAMILY PORTRAIT DAY SINCE THE KRAVINOFFS.
THE HALLWAY IS CLEAR AND THE SURVEILLANCE IS OUT.
YOU NEED TO COME WITH ME. YOU NEED TO SEE THIS.
AND WE'RE BRINGING HIM.
I DON'T UNDERSTAND. WHAT DO YOU NEED ME FOR?
YOU'RE A SCIENTIST, AREN'T YOU? YOU WORK ON THE CLONES?
I'M JUST A TECHNICIAN. MY JOB IS TO IDENTIFY ANY POSSIBLE MUTATIONS IN THE CODE.
THEN BY ALL MEANS...

...IDENTIFY WHAT I'M LOOKING AT HERE.

THERE IS A YELLOWED PAPERBACK IN THE MOSTLY EMPTY PLACE WHERE KAINE BEDS DOWN.

ON A DOG-EARED PAGE IS A POEM KAINE FOUND, AND MARKED, AND RETURNS TO.

"DEATH SELF," BY V.B. PRICE.

TH-THESE ARE JENNIX'S *FAILURES.*

THE "SPECIAL PROJECTS" DOOR HAS ALWAYS BEEN *CLOSED.* I'VE HEARD *RUMORS* ABOUT THIS BUT I NEVER THOUGHT IT WAS *REAL...*

HE DOESN'T KNOW IF IT'S A *GOOD* POEM. HE DOESN'T ENTIRELY UNDERSTAND IT.

BUT HE HEARS ECHOES IN IT HE SENSES A *SHAPE.*

THE SHAPE OF A RUINED FACE.

OH, GOD. I'M GOING TO BE SICK.

KAINE PARKER POOR COPY OF A BETTER MAN.

RAAAAA!

RED SHADOW OF RAGE

THE DEATH SELF

YES. PLEASE. THESE ARE, AFTER ALL, MONUMENTS TO MY FAILURES. BUT FAILURES CAN BE AS IMPORTANT AS *SUCCESSES.*

SIRE!

STOP!

PLEASE. SERIOUSLY. YOU ARE MAKING IT SO MUCH WORSE.

MY INSATIABLE, SHORT-SIGHTED *SIBLINGS* CAN NEVER RESIST HUNTING AND *GORGING* ON THEIR QUARRY IMMEDIATELY.

BUT IT ISN'T UNTIL SENTIENT BEINGS LEARN TO *FARM*, TO *RAISE LIVESTOCK*, THAT THEY ARE TRULY CIVILIZED.

I'VE CAPTURED *DOZENS* OF SPIDERS THROUGHOUT THE LONG YEARS. MOST SINCE I PRESSED THIS WORLD INTO ITS PROPER SHAPE AND MADE IT MY HOME.

AND YET... I CANNOT CLONE THEM.

THEIR *BODIES*, YES. AND THEIR MINDS. BUT THEIR *ESSENCE*-- THE ESSENCE WE NEED TO *FEED*--IT *ELUDES* ME.

I WAS NEARLY RESIGNED TO STAY UNCIVILIZED FOREVER.

BUT NOW, IN MY VERY PARLOR. TWO SPIDERS.

AND, IF I MAY HAZARD A GUESS...*CLONED* SPIDERS. WITH SO MANY SECRETS TO TEASE OUT.

I'LL ADMIT TO BEING SOMETHING OF A TEASE.

BUT MY FRIEND HERE IS *REAL* DIRECT.

OH, I SEE THAT.

INCIDENTALLY, TELL HIM I CAN SEE HIS INVISIBLE *SUIT* TOO. SUSAN STORM IS IN A TANK AROUND HERE SOMEWHERE. INVISIBILITY HOLDS NO SECRETS.

COWARD. HIDING IN YOUR *HOLE.* WE'LL TEAR YOUR HOUSE DOWN AROUND YOUR *EARS.*

WELL. IF THAT'S HOW YOU'RE GOING TO BE ABOUT THIS.

MY FAITHFUL SERVANT.

SNAP

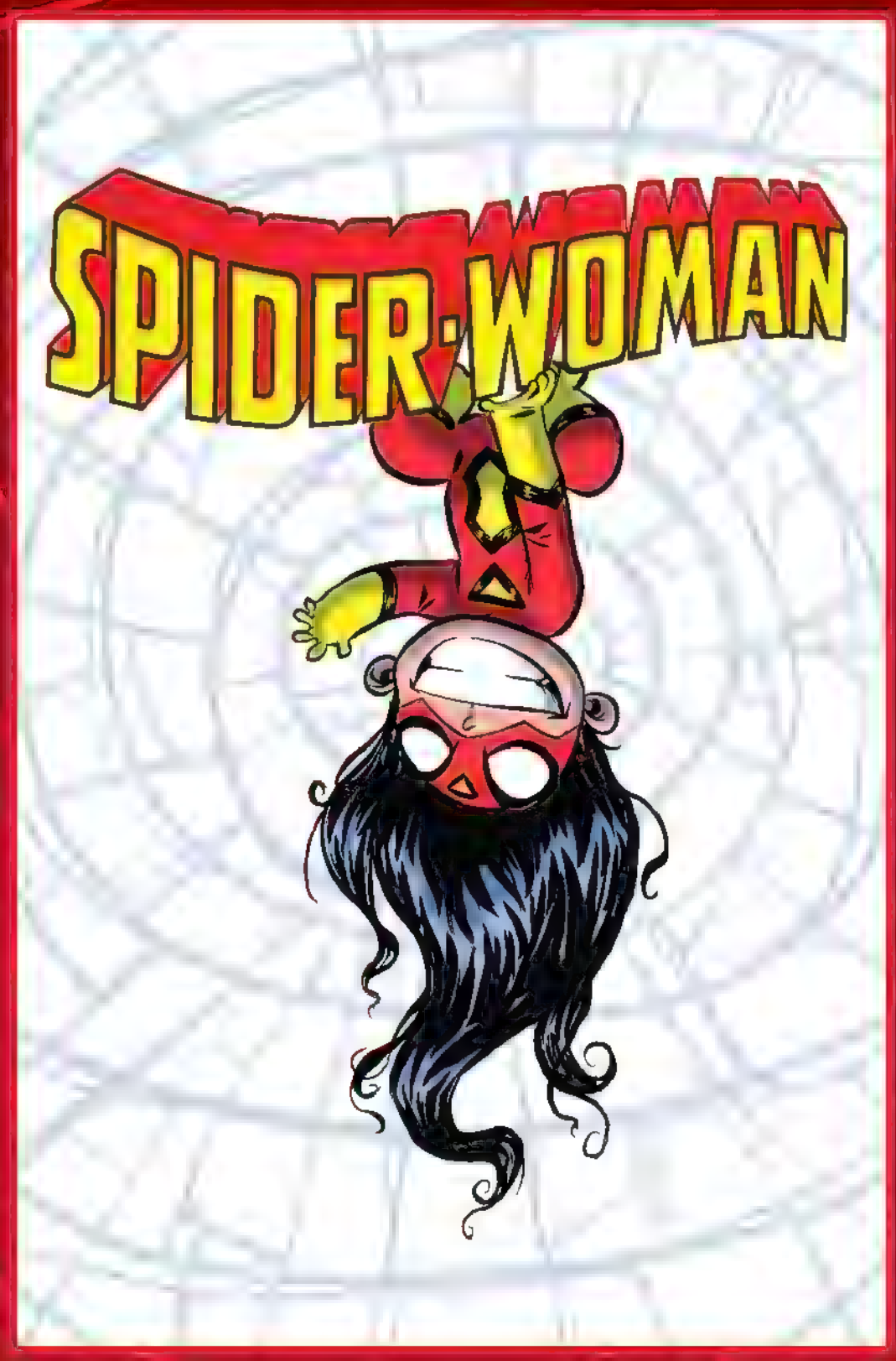
SIRE! I--

ULK!

ANOTHER DISAPPOINTMENT.

I'M CERTAIN YOU TWO WILL PROVE *MUCH* MORE INTERESTING.

Spider-Woman #1 variant by
Siya Oum



Spider-Woman #1 variant by
Skottie Young

Spider-Woman #2 variant by
Javier Rodríguez

Spider-Woman #3 variant by
W. Scott Forbes

LAND

THEY CALL THIS PLACE LOOM WORLD.

HOME BASE FOR THE FAMILY OF ***UNKILLABLE WHACK JOBS*** GOBBLING UP SPIDER-PEOPLE LIKE WE'RE PINK FROSTING ANIMAL CRACKERS.

THE INHERITORS.

IT SEEMS THEY FRANKENSTEINED TOGETHER LOOSE CHUNKS OF ALL THE UNIVERSES THEY'VE CONQUERED.

LIKE YOU DO.

WE KNOW NEXT TO NOTHING ABOUT THIS PLACE AND THE RECON HAS FALLEN TO ME.

ALL I HAVE TO DO IS UNCOVER ALL THE SECRETS OF A PLANET WHOSE GODS WANT TO EAT ME FOR BREAKFAST.

WHEN I ASKED SPIDER-MAN HOW I'M SUPPOSED TO SURVIVE SUCH A STUPID PLAN...

HE SAID, "BY THE SKIN OF YOUR CEPHALOTHORAX."

THIS IS WHY SPIDER-MAN AND SPIDER-WOMAN DON'T HANG OUT.

IS THAT...

MISS JESSICA! IT IS!

rket

NOT REALLY SURE WHY I'M SO POPULAR HERE BUT...

...WE ALL KNOW THE FIRST RULE OF SUCCESSFUL ESPIONAGE--

TAKE A GANDER AT THESE FINE FURS, MISS JESS.

I THINK I'VE FOUND YOUR PERFECT COLOR.

UM...

GO WITH THE DAMNED FLOW.

WOW. THANKS, YOU GUYS.

SO GREAT TO SEE EVERYONE. JUST *LOVING* WHAT YOU'VE GOT THERE.

BUT IF WE COULD ALL JUST TAKE A BIG STEP BACK AND DO A SINGLE FILE THING, THAT WOULD BE--

YOU HEARD *HER*, PUKES.

BACK OFF!

WHICH BRINGS US AROUND TO THE ***SECOND*** RULE OF SUCCESSFUL ESPIONAGE...

MMMRPGH.

SOMETIMES ***THE FLOW*** DRAGS YOU OVER THE FALLS--

SHE'S ***OURS!***

--AND ***BASHES YOUR HEAD*** ON THE JAGGED ROCKS BELOW.

I HOPE YOU'LL FORGIVE MY MEN THEIR IMPROPRIETY, MISS JESSICA.

THEY WERE TOLD TO *FETCH* YOU BUT I DIDN'T EXPECT THEY'D TAKE ME QUITE SO LITERALLY.

OKAY, SO THERE'S A JESSICA HERE WHO LOOKS ENOUGH LIKE ME TO PASS FOR IT?

NO HARM DONE.

I'M SURPRISED TO SEE YOU IN TOWN WITHOUT A GUARD DETAIL.

AND SHE'S IMPORTANT ENOUGH TO HAVE A GUARD DETAIL?

BIG MISSTEP THERE. I DON'T KNOW WHAT I WAS THINKING.

YOU'LL *THANK* YOUR MEN FOR ME?

THANK THEM?

I APPRECIATED THE HAND.

THAT'S UNCHARACTERISTICALLY LUCKY.

THAT'S QUITE A *MASK* YOU'RE WEARING, MISS JESSICA. ODD. NEVER STRUCK ME AS THE TYPE.

WHAT? *PSHH*...MASKS ARE ALL THE RAGE.

YOU KNOW ME...FASHION FORWARD TO A FAULT.

HMM.

WAS THERE SOME REASON YOU NEEDED TO SEE ME?

OUR *ARRANGEMENT.*

RIGHT...

THE GREAT HALL GETS FIRST CRACK AT ANY VALUABLE SALVAGE. I'VE CALLED YOU OVER TO PICK YOUR CHERRIES.

SURE. YEAH. OF COURSE.

HOW COULD I FORGET OUR REGULARLY SCHEDULED... *BOOTY CALL.*

YEP. THAT'S WHAT I WENT WITH... BOOTY CALL.

SUPPOSE HE'LL JUST KNIFE THE OBVIOUS IMPOSTER?

OR DO I GET TO WALK THE PLANK?

C'MON, MOM!
YOU NEED TO HURRY!
I'M AFRAID THIS IS MY TOP SPEED, ROBERT.
AND... DONE.
YOU CAN TAKE IT.
FINALLY!
SHE'S ALMOST HERE!
JESSICA!
THERE SHE IS! I SEE HER!
MISS JESSICA!
JESSICA!
MISS JESSICA!
OVER HERE!
ACCEPT THESE GIFTS!
YES.
YES. THANK YOU ALL.

SO VERY GENEROUS.

YOU'RE ALWAYS--

MISS JESSICA, WAIT!

EXCUSE ME?

I...KNOW I SHOULDN'T HAVE...

SHE JUST SPENT ALL WEEK MAKING THIS FOR YOU AND...

I WAS AFRAID YOU WOULDN'T GET IT.

HMM...

KRAAK

NOT SURE WHY I EVEN BOTHER BRINGING GUARDS...

...IF YOU'RE GOING TO LET EVERY *STREET RAT* WE PASS GRAB A *HANDFUL.*

APOLOGIES, MISS JESSICA.

WON'T HAPPEN AGAIN.

I WILL NEVER *NOT* FEEL GROSS ABOUT USING MY PHEROMONE POWERS TO BEDAZZLE A GUY.

HA! SO I YELLED STRAIGHT DOWN THE BEAST'S THROAT--

"THOSE LAST TWO SCONES WERE FOR DAVEY JONES!"

BUT, PROUD FEMINIST OR NOT...GROSS FEELS BETTER THAN DEAD.

HA HA... I DON'T KNOW WHAT THAT *MEANS.*

NEITHER DO I! HAHAHA HAHA!

GOT SOME HELPFUL INTEL AND IT'S EVEN *MORE* COINCIDENTAL.

THIS JESSICA I APPARENTLY LOOK JUST LIKE, WORKS IN THE INHERITORS' HOUSE!

I MEAN, COME ON. THAT'S CONVENIENT. THAT'S...

THAT'S... THAT'S HER, ISN'T IT...

CRAP...

...SANDWICH.

KA-KLANG KLANG

OKAY, LOOK...

I'VE GOT YOU PUMPED SO FULL OF LOVER BOY JUICE, I'M SURPRISED YOU CAN STILL WALK STRAIGHT. BUT *PLEASE* HEAR WHAT I'M SAYING.

ANOTHER ME IS ABOUT TO KNOCK ON YOUR DOOR AND THE ONLY WAY THIS DOESN'T GET REAL MESSY...

...IS IF YOU CAN PRETEND SHE'S THE FIRST ME YOU'VE SEEN TODAY.

NOK NOK NOK

COMING.

I THOUGHT I COULD DO THIS ALL BY MYSELF.

SO THAT NOBODY ELSE HAD TO GET HURT.

HOW HARD COULD IT BE?

GOD KNOWS I HAVE PLENTY OF EXPERIENCE BEING ALONE.

AND HIDING.

I'VE SPENT MY ENTIRE ADULT LIFE HIDING.

HALT!

UNFORTUNATELY, BEFORE YOU CAN HIDE---

--YOU GOTTA *RUN.*

SPIDER-POWERS MAKE ME *FAST.*

BUT THESE BAD GUYS.

THESE TWINS-- CHASING ME. HUNTING ME.

THEY'RE A *LOT* FASTER.

OH #%&!

I CAN RUN AND I CAN HIDE.

BUT IT STANDS TO REASON THAT--

BOOM.

SOONER OR LATER...

THEY'RE GONNA CATCH ME.

SEE THAT, BROTHER?

SEE WHAT?

YOUR LITTLE RABBIT. SHE'S GOTTEN HERSELF *BLOWN* UP.

OH CRAP.

LOOKS LIKE IT'S SOONER...

WHAT WOULD FATHER SAY IF WE CAME HOME EMPTY-HANDED--

AFTER YOU CHASED THE BRIDE STRAIGHT INTO A BLACK HOLE?

SHE'S CLEARLY FINE.

THIS IS WHY WE DON'T PLAY WITH OUR FOOD.

ALWAYS SO HIGH-AND-MIGHTY QUICK TO BLAME PLAYTIME ON ME.

AS IF YOU DON'T LOVE EVERY MINUTE.

JUST BECAUSE I TOLERATE YOUR NONSENSE--

YEAH, DON'T MIND ME.

THWIP

YOU GUYS WORK THIS OUT.

I'LL BE OVER HERE.

...

"DID SHE REALLY JUST JUMP TO LOOM WORLD?"

YOU GOT IT FOR ME? THE WINE?

I DID. PINOT NOIR.

OH MY GOSH, LOCUS. THIS IS FABULOUS. THANK YOU SO MUCH.

IT WAS... NOTHING.

I CAN GET ANYTHING, MISS JESSICA. ANYTHING YOU WANT FROM THE KITCHEN.

JUST TELL ME WHAT.

I WILL ABSOLUTELY KEEP THAT IN MIND, LOCUS.

NOW RUN ALONG BEFORE SOMEBODY PEEPS US.

RIGHT. OKAY.

TOTALLY SHAMELESS.

YOU KNOW THAT KID HAS 30 LASHES COMING THE MOMENT THEY NOTICE THAT BOTTLE MISSING.

LOCUS HAS A *LIFETIME* OF LASHES COMING REGARDLESS.

AT LEAST THIS WAY I GET A BIT OF WINE OUT OF THE DEAL.

UGH.

IT'S NEVER MUCH FUN TO SIT AND WATCH--

--WHILE SOME JACKASS *VILLAIN* TREATS PEOPLE LIKE TRASH.

BUT IT IS STRAIGHT UP *TORTURE* WATCHING *MYSELF* DO IT.

WOULDN'T MORLUN BRING YOU A WHOLE CASE OF THAT WINE?

PROBABLY. BUT I GET TO DRINK THIS ONE--

--ALONE.

IT DOESN'T MATTER WHOSE FAULT IT WAS, BROTHER.

IT *DOES* MATTER, BECAUSE YOU KEEP IMPLYING IT'S MINE.

I SEEM TO RECALL *YOU* RIGHT THERE *WITH* ME--

DOING ABSOLUTELY *NOTHING.*

WHAT IS IT, MY LORDS?

MY DARLING BROTHER LOST TRACK OF THE BRIDE.

I DID NOT!

AT ANY RATE, SHE'S SLIPPED THROUGH OUR PORTAL AND IS LOOSE SOMEWHERE IN THE GREAT HALL.

WE'LL BE TAKING YOUR GUARDS TO HELP WITH THE SEARCH.

YES, OF COURSE, MY LADY.

IS THERE ANYTHING ELSE I CAN DO?

THAT *WOULD* BE NICE.

BUT WE ALL KNOW HOW *CROSS* MORLUN GETS WHEN I CHEW ON HIS FAVORITE *TOYS.*

JUST KEEP EYES OUT. IF YOU SEE A SCRAWNY LITTLE SPIDER TOTEM...

DO US A FAVOR AND MAKE SOME NOISE.

I WILL, MY LORDS.

WHEW.

SMOOCH

WAIT, JESS?!

OH, THANK GOD.

TOTEM!

SHUT IT!

SUKR-PNNCH

WOW. THANKS.

I'VE BEEN ITCHING TO CLOCK THAT FOOL ALL DAY.

WHAT THE HELL ARE YOU DOING HERE?

MY TELEPORTER BROKE AND THEY HAD ME CORNERED.

ONLY WAY OUT WAS TO HITCH A RIDE THROUGH THEIRS. I ENDED UP STRANDED HERE.

WHAT HAPPENED TO GWEN AND ANYA?

THEY, *UM*...

I SORT OF DITCHED THEM.

OF COURSE YOU DID.

TAKE THIS, GIVE ME THE BROKEN ONE AND GET THE HELL OUT OF HERE.

THAT'S YOURS, THOUGH. WON'T YOU BE STUCK HERE WITHOUT IT?

I'LL FIGURE SOMETHING OUT. JUST GO.

HEY, THANKS AGAIN.

BWOM

YOU'RE WELCOME.

BWOM

OH.

EARTH-3145

GOD.

KOFF...

...KOFF KOFF...

...KOFF KOFF KOFF KOFF...

AH! THERE'S OUR SLIPPERY LITTLE BRIDE.

FEELING A BIT UNDER THE WEATHER, ARE WE?

NO.

BRIX, WAIT!

GAH!

BROTHER!

AHHHHH!

GET...
GAHH!
BACK HERE!
WHAT WAS THAT?
EXACTLY WHAT IT LOOKED LIKE.
EARTH-3145. POST-THERMO-NUCLEAR WAR. FULLY IRRADIATED.
SHE'S STUMBLED ACROSS THE ONE PLACE IN THE MULTIVERSE WE CAN'T FOLLOW?
YES. AND THANKS TO YOUR 'JUMP FIRST' IDIOCY...
...NOW SHE *KNOWS* IT.

I'VE BEEN INVITED TO MANY A LATE NIGHT CLANDESTINE RENDEZVOUS.

BUT IT'S USUALLY *ME* PROVIDING THE *CHEST OF TREASURE.*

WHAT CAN I SAY?

THIS BOOTY CALL IS ON ME.

...

...

SWING AND A MISS.

ALRIGHT, SO...I WAS HOPING YOU COULD TAKE THIS OUT TO SEA.

MAYBE KEEP IT THERE FOR A COUPLE DAYS.

HMMPH.

WHAT WOULD WE GET IN EXCHANGE?

THAT... DEPENDS ON HOW WELL THINGS GO FOR *ME* WHILE YOU'RE GONE.

WHY NOT OFFER ME RICHES AND INFLUENCE? POWER BEYOND MY WILDEST DREAMS?

WE BOTH KNOW HOW *CONVINCING* YOU CAN BE.

FELT LIKE BEING *HONEST.*

TWO DAYS?

TWO DAYS.

OKAY THEN.

EVIL DOPPELGANGER REPLACED IN HAM-FISTED FASHION.

THAT'S ONE THING MARKED OFF THE LIST.

NOW ALL I GOTTA DO IS *SPY*-DER-WOMAN MY WAY INSIDE...

...AND SNATCH UP THE PERTINENT INTEL--

@#$%

MORLUN. ELDEST BROTHER OF THE INHERITORS.

CHOKE DOWN A BIG BAD BUNCH OF PRIDE FOR...

THIS.

WHEN IN ROME.

WHEN IN ROME.

WHEN IN ROME.

JESSICA?

WHAT IS IT YOU'RE *DOING* DOWN THERE?

OH, JUST...

DEMEANING MYSELF TO DEMONSTRATE TOTAL SUBSERVIENCE.

HEH.
FUNNY GIRL.
YEAH, YOU KNOW ME.
THAT I DO.
WAIT...
WHAT?
OH, YOU'VE GOTTA BE $%^& KIDDING ME.

AMAZING SPIDER-MAN #12
"SPIDER-VERSE PART FOUR: ANYWHERE BUT HERE"

EARTH-13.
THE AREA THAT USED TO BE "THE SAFE ZONE".
HOLY #@$*! HE JUST KILLED THE CAPTAIN UNIVERSE GUY! WE ARE *SO SCREWED!*
SHUT UP! *IT MIGHT HAVE WEAKENED HIM!*
HE'S THEIR *LEADER,* AND THIS MIGHT BE OUR *ONLY* CHANCE AT HIM!
BUT MY *BROTHER!*
MORLUN, YOU HAVE HIM? THE YOUNGEST TOTEM?
YES, FATHER. THE *SCION.* THE LAST TO MANIFEST ITSELF IN *ANY* REALITY.
FORGET THE CHILD! ALL OF YOU, CONVERGE ON HIM *NOW!*
WHAT HAVE WE GOTTEN OURSELVES INTO?!
HA! YOU THINK ME *WEAKENED?*
ZOUNDS!
KRNG
HSSKK!
I'VE CONSUMED THE GREATEST LIFE FORCE OF THIS DIMENSION!
I'VE NEVER FELT MORE *ALIVE!*
WEAVER, I COMMAND YOU. SPIN ME A WAY HOME.

NO! YOU CAN'T GO!

I WON'T LET YOU! NOT WITH--

CHILD, I FAIL TO SEE HOW YOU COULD POSSIBLY STOP ME.

KRAKK

WAAA...

AAA--

BENJY?!

NOOO!!!

PARKER, COME IN. WE NEED YOU! WE *LOST* THE SAFE ZONE!

AND WE'RE GETTING *SLAUGHTERED* OVER HERE!

THE GIRLS AND I ARE 'PORTING IN NOW. WE HAD TO MAKE SOME STOPS FIRST.

"STOPS"?! WHERE THE BLOODY HELL HAVE YOU BEEN?!

WOULD YOU BELIEVE JAPAN?

LIKE, THREE DIFFERENT JAPANS.

KON NI CHI WA!

WHAT?! WHY WOULD YOU--?

GOT A *STRONG* READING ON A SPIDER-TOTEM...

...AND, AS A FRIEND OF MINE WOULD SAY, WE HIT THE *JACKPOT!*

EVERYBODY, SAY *"HI"* TO TAKUYA YAMASHIRO, THE SPIDER-MAN OF EARTH-51778.

OH, AND DID I MENTION... HE HAS A *GIANT ROBOT!*

LEOPARDON!!

WHAT MANNER OF CREATURE *ARE* YOU?!

〈I AM THE *EMISSARY OF HELL!*〉

〈AND I SHALL FIGHT THIS GREAT EVIL FOR THE FATE OF *ALL SPIDERS!*〉

TRANSLATED FROM THE JAPANESE -NICK

HOW'S *THAT* FOR REINFORCEMENTS?

NO COMPLAINTS HERE, MATE.

YOU THINK THE SIZE OF YOUR MECHANIZED MAN INTIMIDATES ME?

I AM FULL TO BURSTING WITH NEW ENERGIES UNTOLD.

AND IF I MUST, I SHALL SPEND ALL OF IT TO LAY YOU LOW.

KRAKOOM

‹SUCH POWER!›

‹LEOPARDON! SUMMON SWORD VIGOR--›

ENOUGH OF YOUR TOYS.

SHRAKK

TIME, I THINK, TO PUNISH THE CHILD WITHIN.

WE CAN'T JUST *STAND* HERE. WE HAVE TO *DO* SOMETHING!

I *AM* DOING SOMETHING. I'M CRAPPING MY PANTS.

HE'S BUYING US TIME. WE HAVE TO PULL BACK--

NO. *SOLUS* KNOWS WHERE THEY'VE TAKEN MY BROTHER. WE HAVE TO STOP HIM!

THEY TOOK THE BABY? WHAT HAPPENED WHILE I WAS GONE?

WE LOST MORE MEN. THE CHILD'S GONE. THIS IS ALL MY FAULT.

EVERYONE! FOLLOW ME! *WE'RE JUMPING! NOW!*

LEAVING ONE MAN BEHIND TO SAVE THE REST?

YOU'RE FINALLY WISING UP.

IT'S NOT LIKE THAT. I HAVE A PLAN.

RIIIIIGHT.

MAY, WE'RE *GOING!*

BUT, BENJY!

IF HE'S OUT THERE, I *SWEAR* WE'LL FIND HIM. BUT IT'S NOT *SAFE* HERE ANYMORE.

WRONG, TOTEM. IT'S NOT SAFE FOR YOU *ANYWHERE.*

EARTH-3145.

FOR SILK, THIS IS THE END OF THE LINE.

WHAT IS THIS PLACE? WHERE'D I 'PORT TO NOW?

OH, GOD.

THE AIR! IT BURNS! FEEL LIKE I'M GONNA THROW UP...

÷KOFF KOFF÷

...OR DIE. OR BOTH.

BOTH IS DEFINITELY AN OPTION.

NO! NOT *NOW!*

AH! *THERE'S* OUR SLIPPERY LITTLE BRIDE.

THE INHERITOR TWINS. BRIX AND BORA. THEY'VE BEEN CHASING ME FROM ONE DIMENSION TO THE NEXT.

FEELING A BIT UNDER THE WEATHER ARE WE?

NO. BRIX, *WAIT!*

WON'T STAND A CHANCE AGAINST THEM LIKE THIS...

BROTHER!

AAAHHH!

GET...
GAHH!
...BACK HERE!
WHAT WAS THAT?
EXACTLY WHAT IT LOOKED LIKE.
EARTH-3145. POST-THERMO--
--NUCLEAR-WAR.
HUH?
THIS WHOLE WORLD'S *IRRADIATED.*
IT HURTS LIKE HELL, BUT IT LOOKS LIKE IT HURTS THEM A *LOT* MORE THAN IT HURTS ME.
Y'KNOW WHAT? I'LL TAKE IT.
CAN FINALLY CATCH MY BREATH.
SURE, IT'S RADIOACTIVE AIR THAT'S KILLING ME, BUT...
...WEB INSULATION SHOULD HELP UNTIL I CAN FIGURE OUT WHERE TO--
WAIT! I KNOW *EXACTLY* WHERE TO GO!

EARTH-8847.

OH MY. WHERE ARE WE?

BY THE LOOKS OF IT? JURASSIC PARK AVENUE.

I USED RANDOM COORDINATES. THE BAD GUYS CAN'T KNOW WHERE WE ARE...

...IF *WE* DON'T KNOW WHERE WE ARE. AT LEAST TILL WE FIND A NEW SAFE ZONE.

NO. THERE'S NOWHERE TO GO. YOUR INEPTNESS LOST ME *MY* BASE. YOUR ABSENCE COST US THAT REFUGE.

AND YOUR RETURN *SQUANDERED* WHAT WAS PROBABLY OUR *GREATEST* WEAPON.

AND A PERFECTLY GOOD SPIDER-MAN.

MAYBE NOT. OVER THERE!

‹THE DEVICE WORKED. I HAVE ESCAPED! BUT AT TOO HIGH A PRICE. ›

‹LEOPARDON, MY FAITHFUL COMPANION, LIES FALLEN ON THE FIELD OF BATTLE.›

‹THE IMPORTANT THING, TAKUYA, YOU ARE NOT ALONE.›

‹WE ARE ALL PART OF A GREAT SPIDER-CLAN. AND TOGETHER WE SHALL TRIUMPH.›

‹AGREED. WE MAY NOT BE A GIANT ROBOT, BUT WE HAVE YOUR BACK.›

‹THANK YOU, MY FRIENDS.›

MAY, ABOUT BEFORE, THAT WASN'T JUST TALK. I PROMISE, WE'LL FIND--

STOP. I'M DONE LISTENING TO *ANY* OF YOU. FAR AS I'M CONCERNED, YOU'RE ALL *FAKES.*

THERE'S ONLY *ONE* REAL SPIDER-MAN. MY DAD. AND HE'S *DEAD.*

MAY, PLEASE. I--

HELLO? CHECK. CHECK. ANYONE THERE?

JESS? SPIDER-WOMAN? THAT YOU? CAN YOU TALK?

YEAH. BUT NOT FOR LONG. JUST TESTING TO MAKE SURE MY COMMUNICATOR STILL WORKS.

HAD TO SWITCH WITH SILK AFTER SHE GOT HERS DAMAGED. LONG STORY.

SHORT VERSION: I DON'T HAVE ENOUGH OF A CHARGE TO TALK FOR TOO LONG.

AND DEFINITELY NOT ENOUGH TO CALL UP A BIG ENOUGH PORTAL IF I NEED TO JUMP.

SEE SPIDER-WOMAN #2 -NICK.

DO YOU WANT ONE OF US TO COME AND GET YOU?

NEGATIVE. I'M GOOD FOR NOW. GOT THE PERFECT DISGUISE.

IN THIS REALITY-- ON THE INHERITORS' WORLD--"JESSICA DREW" IS ONE OF THE HELP.

WHAT?!

SERIOUSLY. I'M ONE OF MORLUN'S HOUSEMAIDS.

WOW. THAT'S... A LITTLE TOO CONVENIENT.

I KNOW.

ALMOST AS IF IT WERE PLANNED...

...AS PART OF SOME GRAND DESIGN.

PETE, I'M GONNA HAVE TO GET BACK TO YOU.

JESS, WAIT! UH. LOST HER. THIS IS GETTING OUT OF CONTROL.

WONDER HOW THE OTHERS ARE DOING. MILES? YOU OUT THERE?

PETER?

YEAH. JUST CHECKING IN. HOW'S THE SPIDEY-RECRUITMENT DRIVE GOING?

IT'S... GOIN'.

CAN YOU BE MORE SPECIFIC?

HONESTLY, I HAVE NO WORDS.

POLICE

YOU! WITH THE SPIDER-MOBILE! PULL OVER!

YEE-HAAA!

WALLOPING WEB-SNAPPERS!

THIS. RIGHT HERE. THIS IS WHERE MY LIFE OFFICIALLY JUMPED THE SHARK.

NAH. *THAT* WAS BACK IN COWBOY-WORLD.

KNOW WHAT YOUR PROBLEM IS, MORALES? YOU NEED TO LIGHTEN UP. WANNA DRIVE?

SPIDEY

OH PUT-PUT-PLEASE, PARKER. LIKE *YOU'RE* DRIVIN'.

C'MON, MILES. OPEN THE PUT-PUT-PORTAL ALREADY!

NEIIIGH

WEB-WARRIORS, AWAYYY!

NO. NO. NO. *STOP* CALLING US THAT. I NEVER AGREED TO--

FWASH

COWBOY-WORLD?

ONE THING AT A TIME.

SPEAKING OF TIME...2099? YOU THERE?

DID HE JUST ADDRESS THE ENTIRE YEAR OF 2099?

UM. SORT OF. THAT'S WHERE YOU GUYS ARE, RIGHT?

THAT'S RATHER VAGUE.

LADY-SPIDER, PUT MIGUEL ON. O'HARA, ANY PROGRESS ON YOUR END?

WE'VE GOT THAT SON OF GLITCH, DAEMOS, TRAPPED IN A STASIS FIELD... FOR AS LONG AS THAT WILL HOLD HIM.

AND HIS DISCARDED CLONE BODY?

STARTING THE DISSECTION NOW.

SEE MORE OF THE DISSECTION IN SPIDER-MAN 2099 #7! -NICK

IF THESE INHERITORS HAVE AN ACHILLES HEEL, WE'LL FIND IT.

IN THE MEANTIME, EVEN A QUICK SCAN IS TELLING ME THINGS ABOUT THEIR CLONING PROCESS.

FINALLY! SOMETHING WE CAN USE. FIRE AWAY.

FIRST OFF, THE PARENT D.N.A. IS-- SKKKKZZ

SORRY. BUT THAT'S QUITE ENOUGH OF THAT.

WHAT? WHO *IS* THIS?

LORD JENNIX, TOTEM.

WHO?

WE'VE MET. I...ATE YOUR MONKEY.

I THOUGHT YOU'D LIKE TO KNOW, I CAN HEAR *EVERYTHING* YOU'VE BEEN SAYING.

HOW--?

YOU'VE BEEN MOVING AND SPEAKING ACROSS THE DIMENSIONAL THREADS OF THE GREAT WEB.

MY FAMILY MASTERED THIS TECHNOLOGY CENTURIES AGO. LISTENING IN ON YOUR CONVERSATIONS HAS BEEN CHILD'S PLAY.

BUT WHY WOULD YOU--?

SHOW MY HAND? I ADMIT, HAVING YOU BURBLE ON HAS BEEN SOMEWHAT AMUSING.

BUT IF YOU'RE GOING TO SHARE *TACTICAL* INFORMATION? IT'S TIME TO PUT A STOP TO IT.

IT WAS NICE CHATTING. SEND MY REGARDS TO MY SISTER, VERNA.

I JUST SENT HER YOUR COORDINATES. EARTH-8847, YES?

DAMN IT.

EVERYBODY, HEADS UP! COMPANY!

ALEKSEI. RAYMOND. JOSEPH. MY BIG, BEAUTIFUL HOUNDS. MAKE ME PROUD.

TRAMPLE THEM.

GRUMBLE

WHAT DO WE DO? JUMP SOMEWHERE ELSE?

IT WOULDN'T DO ANY GOOD. YOU HEARD. THEY KNOW OUR EVERY MOVEMENT.

GET AWAY FROM HER!

AHH--

BUT WE'RE DYING OUT HERE!

WORKS FOR ME. AS LONG AS WE TAKE SOME OF THESE @#$! WITH US!

OKAY. LET'S JUST CALL THAT *PLAN B* FOR NOW. ANY *OTHER* SUGGESTIONS?

ANYONE?!

EARTH-001:
LOOMWORLD

SO...YOU PUT THIS ALL INTO MOTION?

YES. I AM THE MASTER WEAVER. I SPIN THE WEB OF LIFE AND DESTINY.

AND FOR AGES I HAVE WOVEN IT FOR SOLUS AND HIS INHERITORS.

THEY HAVE LONG ENSLAVED ME. FORCED ME TO SHOW THEM SKEINS THAT ARE YET TO COME.

THAT KNOWLEDGE HAS HELPED THEM GAIN DOMINION OVER ALL REALITY.

BUT A SMALL ACT OF REBELLION HERE AND THERE CAN CHANGE THE DESIGN.

LIKE THIS MOMENT. RIGHT NOW.

SEEMINGLY INSIGNIFICANT THREADS I COULD ENTWINE WHEN NO ONE WAS LOOKING.

LIKE THOSE FOR YOU, AND THAT OF A SERVING GIRL. ALL SO I COULD GIVE YOU THESE.

OKAY. I GIVE. WHAT ARE THEY?

THE PROPHECIES. EVERYTHING YOU NEED TO KNOW OF THE OTHER, THE BRIDE, AND THE SCION. AND SOMETHING ELSE...

I DON'T UNDERSTAND--

MY MASTERS WISH TO DO *MORE* THAN KILL ALL THE SPIDERS. MUCH MORE. BUT THERE'S NO TIME.

HURRY. THEY APPROACH.

BORA! BRIX! HERE. SEE TO THIS MEWLING INFANT.

I'VE HAD MY FILL OF THE DAMN THING.

WAHHH!

ARE YOU JOKING, BROTHER? DO WE LOOK LIKE NURSEMAIDS TO YOU?

NO. YOU LOOK LIKE THE TWO INCOMPETENT CHILDREN WHO LET THE BRIDE ESCAPE.

THAT'S... MOST UNFAIR, MORLUN.

OH, IS IT? I THINK UNDER THE CIRCUMSTANCES, THE VERY *LEAST* YOU CAN DO IS HOLD ON TO THE SCION FOR ME.

THE CREATURE CAN BARELY *WALK*, SO EVEN YOU TWO WON'T BE ABLE TO LOUSE THAT UP.

AH, MISTRESS JESSICA.

COME HERE, GIRL. I COULD DO WITH YOUR PLEASING-- HOLD!

WHAT STRANGE POSTURE IS THIS?

PARDON?

YOUR HANDS, WHY DO YOU CONCEAL THEM SO? SHOW ME. WHAT ARE YOU HIDING.

NOTHING, M'LORD. SEE?

HMM. VERY WELL.

CATCH THE REST IN SPIDER-WOMAN #3 [illegible] NICK

EARTH-8847.

WHAT?

SPIDER-WOMAN'S TELEPORTER. SHE SAID IT WAS TOO DAMAGED TO MAKE A JUMP FOR HERSELF...

...SO SHE SENT... *TUBES?* NO. SCROLLS.

WHATEVER THEY ARE, JESS RISKED A LOT TO EITHER SEND THEM *TO* ME, OR *AWAY* FROM THE BAD GUYS.

BUT WHAT? I CAN'T READ 'EM NOW!

SPIDER-MAN?! STAY OR GO? WHAT DO WE *DO?*

YOU HEARD HER. WHAT'S OUR NEXT MOVE?

ONE SEC.

COME ON. WE'RE WAITING ON YOUR BRILLIANT LEADERSHIP.

WHAT AN ASS. BUT HE'S RIGHT.

I ASKED FOR THIS. THE OTHERS ARE COUNTING ON ME, AND I DON'T KNOW WHAT TO DO!

I NEED HELP! I NEED--

PETER, IT'S CINDY.

SILK? THIS LINE ISN'T SAFE. THE INHERITORS CAN HEAR.

THEN I'LL MAKE IT QUICK! EARTH-3145! TRUST ME GET--

DAMN IT. JENNIX SHUT HER OFF TOO.

EVERYONE, FOLLOW ME!

WE'RE TAKING A LEAP OF FAITH.

BACK! BACK, MY HOUNDS.

FOOLS! LET'S SEE HOW LONG THEY LAST IN 3145.

YOU KNOW, YOU'RE A VERY HORRIBLE PERSON.

‹SEE THAT? SHE'S STAYING AWAY FROM THE LIGHT. SHE'S AFRAID.›

‹GOOD. THEN IT'S MY NEW FAVORITE THING. AFTER YOU.›

ANNA MARIA? GIVE ME A READING ON THE ATMOSPHERE.

PROCESSING.

YOU HAVE TO LEAVE RIGHT AWAY, DOCTOR. THE RADIATION LEVELS HERE ARE EXTREMELY TOXIC.

I THOUGHT AS MUCH.

‹I TAKE IT BACK. THIS STINKS.›

KOFF KAFF KOFF KOFF HACK

SO *THIS* IS OUR NEW "*SAFE ZONE*" IS IT?! YOU *IMBECILE!*

WHAT HELL-SCAPE HAVE YOU AND THAT WOMAN OF YOURS CONDEMNED US TO?!

I SWEAR, IF YOU WEREN'T MY PREDECESSOR, I'D OBLITERATE YOU RIGHT HERE AND--

HEY! CINDY WOULDN'T HAVE LED US HERE WITHOUT A GOOD REASON TO--

BOTH OF YOU, STOP FIGHTING. LOOK!

SHE LEFT US A SIGN.

NOT BIG ON SUBTLETY, IS SHE? Y'KNOW, SOMETHING'S TELLIN' ME...

...THAT SILK WANTS US TO GO *THAT-A-WAY.*

YOU THINK?

STUCK WITH DOZENS OF SNIPPY VERSIONS OF MYSELF. BOSSY-SPIDEY WAS RIGHT...

...MAYBE THIS IS HECK.

EVERYONE, CUT IT OUT. I FIGURED OUT WHERE SHE'S TAKING US.

SIMS TOWER.

AND IF IT'S ANYTHING LIKE THE SIMS TOWER FROM THE WORLD WHERE SILK AND I COME FROM...

A FALL-OUT SHELTER? THAT'S VERY CONVENIENT.

IT'S BETTER THAN THAT. EZEKIEL BUILT THESE TO HIDE US FROM THE INHERITORS.

AND IF THE CODE'S THE SAME IN EVERY DIMENSION...

TO BE CONTINUED

SILK! SMART MOVE COMING HERE. I'M AFRAID IT'S GONNA GET A LITTLE CROWDED.

MORE THAN YOU THINK, SPIDER.

THE TOTEM OF *THIS* WORLD WAS ALREADY INSIDE WHEN I GOT HERE.

YOU MIGHT WANT TO BRACE YOURSELF FOR A SHOCK...

UNCLE BEN?!

TOLDJA.

PETER.

LAND
fgd

EARTH-3145

HERE I AM.

LITTLE MISS PLAY-IT-SAFE...

...THE GIRL WHO TRADED COLLEGE FOR THE CATBIRD SEAT IN A FALLOUT SHELTER...

KOFF KOFF KOFF!

...AND THAT'S NOT EVEN THE *IRONIC* PART.

THIS IS WHAT I'VE BEEN LOOKING FOR.

THE SAFE HAVEN.

I FINALLY FOUND THE *ONE* SPOT IN THE *WHOLE* MULTIVERSE TO WHICH THE INHERITORS CAN'T FOLLOW...

...AND IT'S NOTHING BUT A CHARRED--

--DEATH TRAP.

THWIP

THIS IS PROBABLY DUMB.

THWIP

WHAT ARE THE CHANCES IT EVEN *EXISTS* IN THIS UNIVERSE?

THWIP

BUT I HAVE TO LOOK. I HAVE TO TRY.

AND THAT MEANS SURVIVING THE *WALK*.

IT'S MY WEBSMAT SUIT.

CHRRP

WHAT?

YOU SURVIVED NUCLEAR HOLOCAUST IN A TUNA CAN.

THIS COULD *TOTALLY* WORK.

Loomworld. The Inheritors' Great Hall.

I REMEMBER A TIME WHEN NOTHING IN THIS LIFE GAVE ME GREATER PLEASURE THAN *THE HUNT.*

UGH...

NOW I FEAST UPON LEGIONS OF SPIDERS DAILY AND FEEL *NOTHING*...

IT'S LIKE HAVING DINNER WITH THE BORING PARTS OF A BARGAIN BIN ROMANCE NOVEL.

BUT THE UNQUENCHABLE THIRST FOR A FEW MORE *STOLEN MOMENTS* WITH MY *BELOVED* JESS.

IF YOU DON'T STOP *PETTING* ME, I'M GONNA QUENCH *MY* THIRST TO STAB A CREEP IN THE EYE WITH A SHRIMP FORK.

IS THERE SOMETHING WRONG WITH YOUR FOOD, MY LOVE?

YOU'VE BARELY TOUCHED A THING.

YEAH, NO. I ATE SOME BREAD AND FRUIT. I JUST... DON'T REALLY DIG ON SHELLFISH.

YOU'VE TOLD ME SHRIMP IS YOUR *FAVORITE.*

I HAD THESE PRAWNS SPECIALLY PROCURED FROM THE DEEPEST TRENCHES OF EARTH-938. JUST FOR YOU.

YEP. *LOVE* SHRIMP. USUALLY CAN'T GET ENOUGH.

TONIGHT I JUST...YOU KNOW.

FILLED UP ON BREAD. ROOKIE MISTAKE. COULDN'T EAT ANOTHER BITE.

SO, YOU'RE TELLING ME OUR LOVELY DINNER HERE...

...IS THROUGH?!

KA-SMASH

NO WONDER LOOMWORLD ME WAS SUCH AN @#$%...

HER BOYFRIEND IS THE WORST.

DELIGHTED TO HEAR IT.

NOW WE *DANCE.*

THAT'S SO SWEET OF YOU TO ASK.

LOVE DANCING. I'M JUST...

NOT MUCH OF A BALL-GOWN-AND-HEELS KIND OF GIRL.

YOU ARE THE *FINEST* BALLROOM DANCER IN A THOUSAND WORLDS!

HEH. OF...

COURSE I AM.

#$%^! DOES THIS CHICK JUST PRETEND TO LIKE *ANYTHING* THAT POPS INTO HIS PONYTAILED HEAD?

WHAT *IS* THIS?!

THINK, JESS.

FIRST I FIND YOU *BOWING DOWN* TO ME LIKE SOME SORT OF *COMMON SLAVE!*

TIME TO GET THOSE SPY JUICES FLOWING.

THEN YOU WOULDN'T *EAT?* NOW YOU WON'T *DANCE?*

I DEMAND AN EXPLANATION!

HAVE YOU FALLEN SUDDENLY ILL OR--

ILL!

YES! I'M *SICK!*

UGH! IT'S AWFUL.
OH.
DIDN'T WANT TO SAY ANYTHING BUT THAT SHRIMP DID *NOT* AGREE WITH ME.
LITTLE BUGGERS ARE DOING BACKFLIPS IN THERE.
IS THERE ANYTHING I CAN DO?
NO. NO. NO.
THIS IS GONNA BE A REAL...*POOP* SITCH.
OOH...
YEAH, YOU JUST WAIT *HERE* FOR ME.
I'LL BE BACK IN TWO SHAKES.
WELL PLAYED, SECRET AVENGER.
YOU'VE GOT ABOUT TEN MINUTES BEFORE THOSE PHEROMONES START WEARING OFF AND HE REALIZES THE WOMAN WHO JUST *DITCHED* HIM IS *NOTHING AT ALL* LIKE HIS SHRIMPY DANCER GIRLFRIEND.
AKA: MIGHT BE TIME TO *DO* THIS THING.

SIMS

KOFF KOFF KOFF!

WELL...

THAT'S SIMS BUILDING.

SORT OF.

NOW WE JUST HAVE TO HOPE CRAZY RICH GUYS BUILD THEIR FALLOUT SHELTERS HERE IN *EVERY* UNIVERSE.

THOUGHTS?

NO?

YOU KNOW, IT'S REALLY NOT FAIR THAT I HAVE TO DO ALL THE TALKING HERE, COCKROACH.

CONVERSATION IS A *TWO WAY*...

...STREET.

NO WAY.

616001

TEN TEN TEN

RNT RNT RNT

KSSSHH

RNT RNT RNT

TEN

TOOM

AND YOU *DOUBTED* ME.

Loomworld

LOOMWORLD'S MARY JANE WATSON. GREAT HALL GUARD.

NOT GONNA *HAPPEN*, JESSICA DREW.

I DON'T KNOW WHAT YOU THINK YOU'RE COMING OVER HERE TO DO--

--BUT WE ARE ON *LOCKDOWN*, AND WITH MARY JANE AT THE DESK--

--NO AMOUNT OF *FLIRTING'S* GETTING YOU SPECIAL PRIVILEGES TONIGHT.

WORKS FOR ME, RED.

JAAKD

I'M STRAIGHT FLIRTED OUT.

I *DO* APPRECIATE YOU LOANING ME YOUR *SECURITY CLEARANCE* THOUGH.

ACCESS GRANTED

IF SOME CHICK RAN UP AND JACKED ME *IN THE FACE*--

--I'D BE DISINCLINED TO DO HER *ANY* FAVORS AT ALL.

NOW LET'S SPEND A FEW MINUTES PROVING THAT DESPITE RECENT EVIDENCE TO THE CONTRARY--

--I'M ACTUALLY PRETTY *GOOD* AT ESPIONAGE.

♫♫♫♫

HELLO? CHECK. CHECK. ANYONE THERE?

OF COURSE NOT. DON'T KNOW WHY I BOTHERED KEEPING THIS DAMNED--

SPIDER-WOMAN *KRRR* THAT YOU?

SPIDER-MAN *KRRR* KINDA FUZZY BUT WE *KRRR* READ YOU.

FLUUSSH

NOT REALLY A GREAT TIME TO TALK.

JUST TESTING TO MAKE SURE MY COMMUNICATOR STILL WORKS.

BUSTED?

YEAH. SILK BROKE IT. I GAVE HER MINE.

BROKE IT? KRRR STILL ABLE TO *KRRR* TELEPORT OUT?

WELL, RIGHT NOW IT BARELY WORKS AS A WALKIE-TALKIE. SO...

COLOR ME PESSIMISTIC.

RRRIIP

DAMMIT!

WHAT HAPPENED? ARE YOU OKAY?

NNGH...

NEVER--

RRRIIP

BETTER!

NOTHING.

JESSICA, I DON'T KNOW WHAT'S GOING ON OUT THERE *KRRR* IF YOU DON'T HAVE *KRRR* WAY OUT.

KRRR I'M CONCERNED ABOUT YOUR SAFETY.

YOU AND ME BOTH.

KA-TOOSH

WHAT WAS *THAT?!*

LOOK, DON'T SWEAT IT.

I'VE GOT EYES ON THE WEB. HEADED AFTER THAT INTEL NOW. WE'LL FIGURE OUT AN EXIT STRATEGY ***AFTER.***

HOW'S *KRRR* COVER?

BELIEVE IT OR NOT, MORLUN IS SWEET ON MY DOPPELGANGER SO MY COVER IS ***HOLDING*** FOR NOW.

WOW.

YEAH. WOW.

THAT SOUNDS KRRR CONVENIENT KRRR.

ALMOST AS IF IT WERE PLANNED...

...AS PART OF SOME GRAND DESIGN.

PETE, I'M GONNA HAVE TO GET BACK TO YOU.

JESSICA DREW. EARTH-616.

AGENT OF S.H.I.E.L.D. AGENT OF S.W.O.R.D. AGENT OF HYDRA.

SPY. SUPER HERO. AVENGER.

SO...YOU PUT THIS ALL INTO MOTION? WHO ARE YOU?

ME?

I AM THE MASTER WEAVER.

I SPIN THE WEB OF LIFE AND DESTINY.

IMMORTAL CARETAKER OF THE WEB OF FATE.

EXACTLY RIGHT.

COME NOW.

WE HAVEN'T MUCH TIME.

AND IF I'M PICKING UP WHAT YOU'RE PUTTING DOWN, THE GUY WHO LURED ME HERE.

THESE ARE... WHAT? DOORWAYS TO OTHER UNIVERSES?

DOORWAYS AND MORE.

THE ENTIRETY OF HUMAN EXISTENCE IS CAUGHT WITHIN THIS WEB.

HE WHO WEAVES THE WEB COMMANDS THE MULTIVERSE.

I'VE BEEN WATCHING. I SENT FOR YOU.

I MAY BE LITTLE MORE THAN A SLAVE TO THESE SADISTS.

THEY HAVE LONG ENSLAVED ME. FORCED ME TO SHOW THEM SKEINS THAT ARE YET TO COME.

THAT KNOWLEDGE HAS HELPED THEM GAIN DOMINION OVER ALL REALITY.

BUT A SMALL ACT OF REBELLION HERE AND THERE CAN CHANGE THE DESIGN. SO I MAKE MY MOVES.

SUBTLE THOUGH THEY MAY BE.

THEY COULDN'T STOP ME BRINGING YOU HERE.

ALL SO I COULD GIVE YOU THESE.

THE PROPHECIES. EVERYTHING YOU NEED TO KNOW OF THE OTHER, THE BRIDE AND THE SCION. AND SOMETHING ELSE...

MY MASTERS WISH TO DO *MORE* THAN KILL ALL THE SPIDERS. MUCH MORE. BUT THERE'S NO TIME.

COOL.

RETURN TO YOUR SPIDER ARMY.

TELL THEM ABOUT THE OTHER, THE BRIDE AND THE SCION.

AND ABOUT THEIR PRODIGAL SON...

TURN THE TIDE IF YOU CAN.

YOU DON'T HAVE TO TELL ME *TWICE.*

NO!

YOU FOOL!

NOT THAT WAY!

THWAK

WHAT THE #$*%, MAN?!

ONLY THE INHERITORS MAY TRAVEL *THROUGH* THE WEB.

WHY?!

THEY WOULD KNOW!

THERE *IS* NO OTHER WAY. MY TELEPORTER'S SHOT.

WITHOUT THAT WEB, I'M AS *TRAPPED* HERE AS YOU ARE.

THEY WOULD KNOW AND THEY WOULD *PUNISH!*

THAT MAY BE.

BUT I'VE HELPED YOU ALL THAT I CAN.

OKAY THEN...

ENSLAVED ROBOT LEGS SPIDER-GOD MIGHT BE A LITTLE *UNHINGED*.

NOW WHAT?

I COULD ALWAYS RISK IT.

THIS BROKEN PIECE OF CRAP MIGHT BE ABLE TO PORT ME OUT.

WHAT'S THE WORST THAT COULD HAPPEN?

DEATH AND DISMEMBERMENT?

THERE YOU ARE.

YES... MY LORD.

FEELING *BETTER* I TRUST?

UM... YEAH.

KZZT

CRAP.

MUCH BETTER.

KZZT

CRAP.

YOUR HANDS. WHY DO YOU CONCEAL THEM SO? SHOW ME-- WHAT ARE YOU HIDING?

HIDING?

KZZT

@#$%!

YES. HIDING.

NOTHING, M'LORD.

JUST MY HANDS. THEY WERE JUST WET.

"YOU KNOW, FROM THE BATHROOM."

BWOM

WHAT?

GAH!

IF I NEVER HEAR *ANOTHER WORD* ABOUT YOUR RESTROOM TRIP...

IT WILL BE *TOO SOON.*

SORRY.

Later. Loomword Harbor.

GOT KIND OF A *GOOD* NEWS, *BAD* NEWS SITUATION GOING HERE.

MISSION ACCOMPLISHED.

COVER *BLOWN*.

MY ONLY SHOT AT GOING HOME IS TO HIDE OUT UNTIL THE END OF THE WAR.

HERE. ON FRIGGIN' *LOOMWORLD*.

WITH SPIDER-FINGERS CROSSED THAT THEY ACTUALLY MANAGE TO WIN THE THING.

I CAN THINK OF EXACTLY ONE HIDING SPOT THAT *MIGHT* JUST WORK.

TOOM

TOOM

TOOM

BIG EMPHASIS ON THE *MIGHT*.

KABOOOM

I REALLY FEEL LIKE *KOFF* YOU GUYS MIGHT BE *KOFF* OVERREACTING.

I COME IN PEACE.

SAVE IT.

THESE BOYS KNOW *EXACTLY* HOW DANGEROUS IT CAN BE--

--WHEN YOU UNDERESTIMATE JESSICA DREW.

WHAT DID YOU THINK WOULD HAPPEN?

SENDING *ME* OUT HERE WITH ALL OF *THEM*?

I SHOULD *THANK* YOU.

PIRATE QUEEN IS A WHOLE LOT BETTER JOB THAN CONCUBINE.

DON'T MENTION IT.

HAVE TO LET THEM GUT YOU ANYWAY.

TO KEEP UP APPEARANCES.

YOU UNDERST--

THNNK

OUCH!

WILL SOMEBODY *PLEASE!*

KILL!

THIS!

B--

THMMPH

YOU KNOW, JESS, IT'S *A LOT HARDER* TO SWOOP IN AND RESCUE SOMEBODY--

--WHEN THEY'RE ON A TINY BOAT WAY THE EFF OUT AT SEA.

THAT'S NOT TRUE AT ALL.

WE TALKED TO THAT ONE GUY AT THE DOCKS AND THEN TELEPORTED STRAIGHT HERE.

DON'T BE A *SPOILSPORT*, GWEN. I WAS JUST SPITTING ENTRANCE BANTER.

DOING LIKE *SPIDERS* DO.

UGH...WHY IS IT YOUR MISSION IN LIFE TO SUCK *ALL THE COOL* OUT OF *EVERYTHING?*

YOU DON'T KNOW ANYTHING.

THWAK

WHAT ARE YOU *DOING* HERE?

RETURNING A FAVOR. SAVING YOUR BUTT. FIGHTING PIRATES. DOING A LOT OF THINGS REALLY.

ALL KINDS OF *STUPID* AS USUAL...

BUT VERY MUCH *APPRECIATED.*

YEAH. GOOD.

HUG IT OUT.

NO REAL REASON TO *HURRY.*

HAVE I MENTIONED I LIKE THE MOUTHY PINK ONE?

EVERYONE DOES.

SERIOUSLY. CAN WE FINISH THESE GUYS AND BOUNCE?

SILK IS *DANGEROUSLY* CLOSE TO SOME KIND OF TERRIBLE PLANK-WALKING JOKE AND WE STILL HAVE THAT MULTIVERSAL WAR THING HAPPENING.

GOOD CALL.

The Year 2099.

IS THERE ANY CHANCE DAEMOS COULD BREAK OUT?

NONE. THE ENERGY LEVEL HOLDING HIM MULTIPLIES EXPONENTIALLY THE MORE HE SHOVES AGAINST IT.

HE'D HAVE TO TAKE OUT THE ENTIRE EASTERN SEABOARD POWER GRID TO EVEN MAKE A DENT IN IT. AND EVEN *THEN* IT WOULD STILL HOLD HIM.

LIKE I SAID, HE'S NOT GOING ANYWHERE.

BUT WE ARE. COME ON.
WHERE ARE WE GOING?
WE HAVE AN APPOINTMENT.
HOW? WE JUST GOT HERE. AND WITH WHOM?
"WITH THE GUY WHO RUNS THIS PLACE. TYLER STONE.
"HE'S MY... OLD FRIEND."
TYLER. IT'S BEEN A WHILE.
SPIDER-MAN. GOOD TO SEE YOU AGAIN.
SOMEHOW I KIND OF *DOUBT* THAT.
I WOULD STOP WHERE YOU ARE AT THE MOMENT.
WHY?
I'VE REDECORATED.
LASERS. I HATE LASERS.
ACCORDING TO WHAT YOU SAID ON YOUR WAY OVER, YOU WERE WILLING TO LET BYGONES BE BYGONES.
YOU SENT ME TO 2014 AND DUMPED ME THERE!
AND YET HERE YOU ARE. NOT QUITE SURE WHAT YOU HAVE TO BE UPSET ABOUT.
BY THE WAY, WHO'S YOUR FRIEND?
LADY SPIDER. SHE DOESN'T MATTER.
EX-*CUSE* ME?
YOU KNOW WHAT I MEAN.
NOT REALLY, NO.

I NEED YOU TO CLEAR OUT THE LAB ADJACENT TO WHERE WE HAVE DAEMOS BOTTLED UP.

CLEAR IT OUT WHY?

FOR MY USE. I NEED TO DISSECT SOMETHING.

DISSECT--?

A PREVIOUS BODY OF THE GUY WE'RE CURRENTLY HOLDING. AND I NEED YOU TO SEND SOMEONE TO GO PICK IT UP FROM WHERE I STASHED IT.

AND I'M TO PROVIDE YOU THIS OUT OF THE GOODNESS OF MY HEART?

YOU CAN'T STAY HERE FOREVER, TYLER. SOONER OR LATER, YOU HAVE TO GO HOME.

SOONER OR LATER, IF YOU PISS ME OFF...I WILL GET YOU.

YOU WANT TO TEST ME ON THAT?

...

WINSTON. SEE TO IT.

YES, SIR.

AND SPIDER-MAN: WELCOME BACK.

IT WOULDN'T HAVE BEEN THE SAME WITHOUT YOU.

WHICH IS WHAT YOU WERE COUNTING ON.

YES.

THIS CAN'T HOLD ME. YOU MUST KNOW IT CAN'T.

ANSWER ME, SPIDER. I'M AWARE THAT YOU'RE WATCHING ME.

THAT'S RIGHT. WE ARE. AND I'M AFRAID WE *CAN* HOLD YOU.

THE FIELD WILL KILL YOU BEFORE IT LETS YOU GO.

IS THAT A FACT?

YES, IT IS.

SO, ENOUGH WITH THE THREATS AND TELL US HOW WE CAN END THIS MURDEROUS OUTING OF YOURS.

YOU TRULY BELIEVE MY SIBLINGS AND I CAN BE STOPPED?

HOW MARVELOUSLY NAIVE YOU ARE.

WE *CANNOT* BE STOPPED. WE ALWAYS ACCOMPLISH OUR GOALS. AND WE ARE IMMORTAL.

YOU CAN FIGHT US FROM THE DAY OF YOUR BIRTH TO YOUR FINAL MOMENTS AND WE WILL STILL TREAD UPON YOUR DECEASED BODIES.

WELL, IF THAT'S THE CASE, I HOPE YOU'RE READY TO SPEND THE REST OF YOUR IMMORTAL LIFE IN A CAGE.

THAT REALLY WON'T BE AN ISSUE.

IF YOU BELIEVE NOTHING ELSE I SAY...

BELIEVE THAT.

THE UNFORTUNATE THING IS: I DO.

BUT I'LL BE DAMNED IF I TELL HIM THAT.

WHILE I'M WORKING ON THE BODY, I HAVE SOMETHING ELSE I WANT YOU TO GO OVER. WITH YOUR TECH BACKGROUND, IT SHOULD BE RIGHT UP YOUR ALLEY.

HAPPY TO HELP.

WHAT... IS THAT?

I GOT IT OFF THE ARM OF ANOTHER SPIDER-MAN. HE APPEARED OUT OF NOWHERE TO TRY AND WARN ME ABOUT MORLUN AND HIS PALS.

HE HAD A BAG OF EQUIPMENT AND SOME OTHER DEVICES, INCLUDING THIS ONE. I THINK IT'LL ENABLE ME TO JUMP DIMENSIONS.

UNFORTUNATELY, INTERDIMENSIONAL JUMPING ISN'T EXACTLY MY FIELD OF EXPERTISE.

FORTUNATELY, THE ANALYTIC MACHINERY HERE AT ALCHEMAX CAN BRIDGE THE GAP IN MY LACK OF EXPERIENCE.

AH. THE COMPUTERS ARE ALREADY BREAKING IT DOWN, FIGURING OUT HOW IT WORKS.

ASTOUNDING. I'VE NEVER SEEN ANYTHING LIKE THIS.

STICK WITH ME. YOU'LL SEE ALL *KINDS* OF NEW THINGS.

INDEED. WE ALL WILL.

SPIDER-MAN! SPIDER-LADY! I HAVE AN OFFER TO MAKE YOU.

THAT'S "LADY SPIDER."

YOU MAY WANT TO THINK ABOUT CHANGING IT.

DAEMOS! WHAT'S YOUR OFFER?

RELEASE ME NOW, AND I WILL LET YOU LIVE.

MY SIBLINGS AND I WILL PROMISE TO STEER CLEAR OF YOU. THE OTHERS CAN FIGHT FOR THEIR LIVES ALL THEY WISH.

BUT YOU WILL BE SPARED TO DIE OF OLD AGE.

THIS HERE. THIS IS HOW WE CONTROL WHERE THE ARMBAND WILL TAKE US.

WELL?

THINKING IT OVER.

THINK QUICKLY.

DAMN. I WAS HOPING TO FIND SOME ALTERNATE MEANS OF FOOD SOURCE THAT THIS BODY COULD INGEST, SO IT WOULDN'T HAVE TO SURVIVE ON US.

BUT SO FAR, NOTHING.

I'VE GIVEN YOU ENOUGH TIME. I DESIRE YOUR ANSWER. NOW.

HERE'S THE PROBLEMS, DAEMOS. FIRST, I DON'T TRUST YOU BECAUSE YOU'RE, YOU KNOW...EVIL.

SECOND, I REALLY CAN'T SEE SACRIFICING MY FELLOW SPIDERS JUST SO THAT LADY SPIDER AND I CAN LIVE. AND I'M REASONABLY SURE SHE AGREES.

I DO.

SEE?

IS THAT YOUR FINAL WORD?

I'M AFRAID IT IS.

VERY WELL. THEN I'LL TELL YOU WHAT WILL HAPPEN NEXT.

I WILL BREAK FREE AND MY FIRST PRIORITY WILL BE DESTROYING YOU AND THE LADY.

IF YOU HAVE ANY LOVED ONES, I'D ADVISE YOU TO BID FAREWELL NOW.

WHERE ARE YOU GOING? ARE YOU DOING WHAT HE SAYS?

NO. JUST MAKING A QUICK TRIP TO ANOTHER LAB.

WHICH ONE?

BIO. HAVE TO PICK SOMETHING UP.

KEEP AN EYE ON LAUGHING BOY.

WHY AM I NOT LIKING THE LOOKS OF THIS?

A Few Minutes Later.

SO WE'VE CURED IT, THEN.

YES, OF COURSE. BACK IN THE 2040s. THERE HASN'T BEEN A CASE IN DECADES.

HOW INVOLVED IS THE CURE?

WE CAN SYNTHESIZE A DOSE IN ABOUT TWO MINUTES. ONE INJECTION AND DONE.

DO IT.

SPIDER-MAN, CAN YOU HEAR ME?

YES.

CAN'T GET OVER THIS EAR LINK. IT'S QUITE AMAZING.

YEAH, IT'S FANTASTIC. WHAT'S UP?

IT'S DAEMOS. HE'S JUST SITTING THERE IN SOME SORT OF TRANCE-LIKE STATE.

SO WHAT'S THE PROBLEM THEN?

I THINK HE'S PREPARING TO DO SOMETHING, BUT I DON'T KNOW WHAT.

WELL, I GUESS WE'LL FIND OUT.

LET ME KNOW IF HE'S--

SPIDER-MAN! GET DOWN HERE!

I WARNED YOU!

WHAT HAPPENS NOW IS ON YOU!

HIS BIO READINGS ARE OFF THE CHARTS, SPIDER-MAN!

YOU'D BETTER HURRY!

ON THE WAY!

IT WAS... YOUR OWN FAULT!

YOU TOLD ME... THIS WOULD... *KILL ME*...RATHER THAN LET ME...GO...

YOUR MISTAKE WAS... IN THINKING... THAT WOULD *DETER* ME...

ALL OF YOU, GET OUT OF HERE!
YOU DON'T THINK HE'LL BREAK FREE?!
UNLIKELY, BUT YOU NEVER KNOW!
YOU SAID YOU *DID* KNOW!
I LIED! HAPPY?
NOT REALLY, NO!
I'VE NEVER SEEN ANYTHING LIKE THIS
HE'S ABSORBING ENOUGH POWER TO LIGHT UP NUEVA YORK
HOW THE SHOCK IS HE EVEN STILL STANDING?!
IF HE KEEPS THIS UP MUCH LONGER HE'LL--
DIE! IS THAT WHAT YOU'RE THINKING?! I'LL DIE?
YES, I *WILL!* AND WITHIN MINUTES, A CLONE BODY WILL BE COMING AFTER YOU!
AND IT WILL KNOW EVERYTHING I KNOW! AND YOU WON'T...BE ABLE...TO...
...TO...

Unhhh...

IT'S ALMOST LIKE HE'S FALLING IN SLOW MOTION. AND WHEN HE HITS THE GROUND...

I KNOW WHAT THEY'RE GOING TO TELL ME EVEN BEFORE THEY SAY IT

NO LIFE READINGS! AT ALL!

HE'S DEAD! IT'S OVER!

NO, IT'S NOT. IT'S ANYTHING BUT.

BACK TO THE LAB! HURRY!

I DON'T KNOW HOW MUCH TIME WE'VE GOT! I JUST HOPE YOU'VE GOT THAT DIMENSION-JUMPING DEVICE ON LINE.

DON'T WORRY ABOUT THAT.

WHAT ABOUT DAEMOS?

"WE HAVE TO ASSUME THAT HE'S TELLING THE TRUTH.

"...AND THERE'S ANOTHER ONE OF HIM HEADING HERE RIGHT NOW.

"FORTUNATELY I CONTACTED SOMEONE WHO MIGHT BE ABLE TO SLOW HIM DOWN."

"SOMEONE WHO COULD SLOW HIM? WHO?

"IS IT A FRIEND?"

"WELL, 'FRIEND' MIGHT BE TOO STRONG A WORD.

"LET'S SAY A GOOD ACQUAINTANCE."

WHO IN THE WORLD ARE YOU?

THEY CALL ME *PUNISHER.* AND I TAKE ISSUE WITH PEOPLE WHO GO AROUND MURDERING OTHER PEOPLE.

I'LL GIVE YOU ONE CHANCE TO SURRENDER.

PLEASE DON'T TAKE IT.

HAPPILY!

RABLAAAAM

UNNHHH!

QUITE... THE WEAPON... YOU HAVE...

BUT SOONER OR LATER, YOU WILL RUN OUT OF AMMO...

...OR EVEN WORSE...

MISS!

AAAM

AS FOR YOUR WEAPON, IT'S MOST CHARMING. HOWEVER...

I HAVE NO NEED OF SUCH ARMAMENT.

YOU FIGHT YOUR WAY, I'LL FIGHT MINE.

A BASEBALL BAT? *SERIOUSLY?*

HOW MUCH IMPACT DO YOU TRULY THINK THAT WILL--?

IT'S TITANIUM, SO I'M THINKING QUITE A BIT.

WAAAAM

WAAAAM

WAAAAM

YOU'LL NEED MORE THAN THAT TO STOP ME...

FINE. I'M THINKING A PLASMA GAS CANNON.

FWOOOOSH

YOU THINK THAT WILL HURT ME? DO YOU?

NO, I DON'T.

BUT I DOUBT IT WILL DO THE GROUND BENEATH YOU MUCH GOOD.

WHAT?

AAAAHHHHH

SPIDER-MAN. CAN YOU HEAR ME?

I GOT YOU, JAKE. GO AHEAD.

RIGHT NOW YOUR FRIEND IS RUNNING AROUND SOMEWHERE DOWNTOWN. IT'LL TAKE HIM A WHILE TO GET BACK UP HERE.

IF YOU HAVE SOMEWHERE SAFE TO GET TO, THAT'S WHERE I'D BE.

WILL DO. AND JAKE... THANKS FOR THE ASSIST.

SO WHERE DO YOU WANT IT TO TAKE US?

ONLY ONE PLACE: THE SAFE ZONE.

YOU SURE YOU KNOW WHAT YOU'RE DOING, SETTING THIS THING?

CALL IT AN EDUCATED GUESS.

YEAH, THAT'S PUTTING MY MIND AT EASE.

I'M NINETY PERCENT SURE.

NINETY?

ALL RIGHT, FINE. SEVENTY-FIVE.

MAY!

YOU WANT TO STAY HERE?

NO, BUT--

THEN ACTIVATE IT AND GET US OUT OF HERE.

SURE, WHY NOT?

WELL, THE GOOD NEWS IS, LADY SPIDER WAS RIGHT.

WE GOT TO THE SAFE ZONE.

BAD NEWS IS...

SOMEONE ELSE GOT HERE FIRST.

SCARLET SPIDERS #3
"THE HERO"

HIS NAME IS *BEN REILLY*, AND HE'S LEARNED THAT IF YOU NEVER GIVE UP, YOU WILL ALWAYS WIN

HE'S BEEN BEATEN WITHIN AN INCH OF HIS LIFE.

HE'S BEEN EXHAUSTED AND HEARTSICK.

ELECTRO WE TRUST!

WHAT ABOUT US?

DOW WH DEXT BENNET

BUT HE'S NEVER BEEN *ACTUALLY* BEATEN. NOT REALLY.

I'M SORRY I COULDN'T SAVE YOU, OTTO.

BECAUSE BEN *REILLY* IS A HERO. AND HEROES ALWAYS *WIN.*

SO YOU'RE THE CREATURE THAT'S KILLED A WHOLE WORLD AND CONDUCTED THE MOST PERSONALLY HORRIFYING EXPERIMENTS I'VE EVER SEEN.

KINDA EXPECTED YOU TO BE *BIGGER.*

WANT TO GO GOOD COP/BAD COP ON THIS ONE?

I SUPPOSE THAT MAKES ME *BAD* COP SINCE I'M THE ONE THAT CAN *HURT* HIM.

WELL THIS IS JUST EMBARRASSING. I JUST TOLD YOU I CAN *SEE* YOU.

AG!

YOU *HURT* ME.

THE *ARROGANCE* OF THAT!

I AM *JENNIX*, INHERITOR OF ALL *REALITY!*

YOU ARE SLIME, CRAWLED OUT OF A *VAT!*

HOW ABOUT WE *BOTH* GET TO BE BAD COP?

ENOU--

THWACK

KWUD

NYAAARRRRGH!

KAINE, DON'T--!

YOU CAN'T...

I WILL NOT BE SLAUGHTERED LIKE SOME ANIMAL!

DON'T *WHAT?* I'M SORRY, BEN, BUT THERE'S ONLY *ONE* WAY THIS CAN END. WE AREN'T FIGHTING MYSTERIO OR SOME IDIOT IN A GOBLIN MASK. WE'RE FIGHTING *EXTINCTION.*

SHUNK

YOU KILLED HIM!

YOU'VE GONE TOO FAR!

I...WHAT HAVE I DONE? I HAVE TO GET CONTROL...

OH, I THINK NOT.

THE OTHER, INSIDE OF A *CLONE*. YOU ARE EVEN *MORE* IMPRESSIVE THAN I'D IMAGINED.

AND THINK OF HOW FATHER WILL *REWARD* ME WHEN I PRESENT THE OTHER TO HIM.

THIS IS GOING TO BE *FUN*.

UM... WAS THAT YOU?

BECAUSE IF YOU CAN DO SOMETHING LIKE *THAT*, THOSE "OTHER" POWERS ARE SCARIER THAN I *THOUGHT*.

THAT WAS *ME*, GUYS. HIGH-YIELD, SELF-DETONATING, UNSTABLE *PLASMA* ROUND. CAN VAPORIZE A FOUR-BY-FOUR BLOCK OF SOLID *ADAMANTIUM*.

I GOT INTO THE DEFENSIVE GRID HERE. USING HIS OWN TOYS AGAINST HIM. PRETTY SWEET, NO?

SHUT IT DOWN, JESS.

ARE YOU SERIOUS?

SHUT IT *DOWN*. TOTALLY DISABLE THEM IF YOU CAN. IF THEY GET CONTROL OF THAT *BACK* FROM YOU WE'RE DEAD IN *SECONDS*.

AND I CAN'T BELIEVE I HAVE TO SAY THIS TO YOU TOO, BUT *WE DON'T KILL ANYONE*.

OH, DON'T WORRY.

YOU HAVEN'T.

HE'S GOT A *POINT*, BEN.

OKAY, WELL WE NEED TO THINK OF A NEW STRATEGY.

ARG! EVERY TIME WE PUT HIM DOWN, HE COMES BACK FRESH AND STRONG. WE *CAN'T* KEEP THIS UP. WE NEED TO FIND A WAY TO *TRAP* HIM.

THE TRANSFER BETWEEN BODIES HAS TO HAVE SOME KIND OF *CARRIER* SIGNAL. IF WE COULD *STOP* IT SOMEHOW, *SLOW* HIM DOWN...

EXACTLY. I THINK THAT'S THE SYSTEM THAT'S DRAWING ALL THE *POWER* UP HERE. IT'S DEFINITELY SOME HUGE *RECEIVER.*

I THINK I CAN-- UH-OH.

WHAT'S "UH-OH?" YOU DON'T *GET* TO SAY "UH-OH." KAINE AND I ARE FIGHTING AN UNKILLABLE DEMON FROM OUTSIDE OF *TIME. WE* SAY "UH-OH"?

IS SOMETHING ON *FIRE* UP THERE?

HOW'D YOU GUESS?

I'M THE CHIEF SECURITY OFFICER HERE. YOU THINK YOU CAN HACK INTO MY SYSTEM WITHOUT ME KNOWING?

ACTUALLY... KINDA, YEAH.

"YOUR" SYSTEM, HUH? HOW MANY TIMES DID YOU CALL TONY STARK AT HOME BEFORE HE JUST COLOR-CODED THE BUTTONS FOR YOU?

RAAAGH!

THIS IS JUST ABOUT AS BAD AS IT'S EVER BEEN. TRAPPED--IT'S BAD TO BE TRAPPED--IN THE DEN OF AN UNSTOPPABLE ENEMY.

JENNIX IS NOT AS *STRONG* AS HIS BROTHERS, BEN THINKS. NOT AS USED TO *FIGHTING*.

BUT HE HAS A CRUEL AND BOTTOMLESS RAGE. AND HE DOESN'T SEEM TO BE GETTING TIRED.

KAINE HAS RAGE STOKING HIM TOO, BUT HE'S JUST A *MAN*, AND BEN CAN SEE HIM STARTING TO WILT.

KAINE'S BLOWS ARE COMING SLOWER THAN BEFORE. HE'S UNSURE OF HIMSELF. HIS ARMS BRISTLE WITH SPINES, THEN RELAX.

AAH!

AND NOW BEN'S ARM IS *DISLOCATED*.

TYPICAL SPIDER. GET THREATENED AND DART BACK DOWN YOUR HOLE.

I'M COMING TO BURN YOU OUT, LITTLE GIRL.

FOLLOW A SPIDER TO HER PARLOR. TACTICALLY BRILLIANT.

BROKEN KNUCKLES FROM HAMMERING AWAY. VISION SWIMMING. AND SOMETHING POPPED IN HIS CHEST WITH THE LAST BLOW. HE FELT IT GO. NOW EVERY BREATH IS LIKE SUCKING FLAME.

BUT KAINE IS STILL ON HIS FEET SOMEHOW, THOUGH JENNIX CONTINUES TO GRIND HIM DOWN.

"PROTECT KAINE," BEN THINKS. KAINE IS THE ONE JENNIX IS HUNGRY FOR. HE KNOWS KAINE CAN HURT HIM, AND HE KNOWS KAINE IS *TERRIFED* OF CUTTING LOOSE.

BUT AS MUCH AS *BEN* CUTS LOOSE...

STILL JENNIX WON'T FALL.

WHAT'S *THIS? ANOTHER* ONE?

AND JUST WHEN I WAS STARTING TO FEEL BORED.

THE *LAST* GUY THAT GOT FRESH WITH ME JUST GOT PUSHED DOWN AN ELEVATOR SHAFT, AND HE WAS MADE OF *LIVING FLAME.*

WHAT DO *YOU* THINK YOU'LL DO TO ME, SCARECROW?

I'LL LIKELY SAVE YOU FOR DESSERT AFTER MY *MEAL.*

BEN, ARE YOU OKAY? YOU LOOK LIKE YOU'VE BEEN THROUGH A BLENDER.

CUISINART.

WHAT?

CUISINART. ISSA FUNNIER WORD.

OH, MAN. I THINK YOU'VE GOT *BRAIN TRAUMA.*

THAT'S WHAT *EVERYBODY* THINKS. I JUST GOTTA CATCH MY BREATH.

SAVE *KAINE.* KAINE'S THE ONE HE *WANTS.*

BROKEN, CONCUSSED AND WOOZY, HE THINKS, WHAT'S THE RIGHT CALL *NOW?*

HE'D ALWAYS DONE RIGHT IN THE PAST. IT WAS *PETER* WHO'D GET IT WRONG.

PETER WHO LOST UNCLE BEN. WHO LOST CAPTAIN STACEY. WHO LOST *GWEN.*

HE CAN SEE SHE DOESN'T WANT TO LEAVE, BUT SHE KNOWS WHO NEEDS HER MORE, AND HE'S ABSURDLY *PROUD.*

ANOTHER HERO WITH A SPIDER ON HER CHEST, MAKING THE RIGHT CALL.

WHO EVEN LOST HIS *POWERS,* AND PASSED THE MANTLE ON TO BEN. HE GAVE BEN HIS *LIFE* BACK ON THAT DAY, AND SINCE THEN EVERYTHING HAD GONE *RIGHT.*

HE'D SAVED THE CITY COUNTLESS TIMES. SAVED THE *WORLD.*

AND AFTER HE'D SAVED MARLA JAMESON FROM ALISTAIR SMYTHE, HE'D FINALLY GOTTEN THE ACCEPTANCE PETER NEVER HAD.

DAILY

FINEST NEWSPAPER

HERO!!

BEN REILLY HAD DONE THE RIGHT THINGS AND THINGS *ALWAYS WORKED OUT.* SO WHAT NOW?

YOU KNOW WHAT'S THE MOST *DELICOUS* THING ABOUT THIS? EVEN IF YOU'D SOMEHOW *SUCCEEDED* IN DESTROYING THESE CLONES, I OWN THE WHOLE *PLANET.*

AS HOPE HANGS ON A SINGLE, THIN THREAD.

I HAVE *THOUSANDS* OF THESE FACILITIES ALL OVER THIS *WORLD.* YOU *NEVER* COULD HAVE WON.

LIKE THE THREAD OF A WEB...

A WEB.

SILLY LITTLE GIRL. I'LL EAT YOU *FIRST,* THEN THE BROKEN ONE. AND THE OTHER WILL EARN ME--

JENNIX!

DO YOU THINK YOU CAN THREATEN ME WITH THAT, BOY?

GOOD, I *NEED* A FRESH BODY. I THINK THIS ONE'S CHIPPED A NAIL.

ACTUALLY, I WAS THINKING ABOUT THE *WEB*. HOW IT BROUGHT US *HERE*, TO NEW YORK, THE SAME PLACE YOU HAVE YOUR HEADQUARTERS. HOW THE STRONGEST STRANDS ALWAYS SEEM TO PASS THROUGH *THIS CITY*.

I'M GUESSING THAT, EVEN IF YOU HAVE FACILITIES ALL OVER THE WORLD, *THIS* IS THE ONLY ONE THAT ACTUALLY RECEIVES THE SIGNAL THAT CARRIES YOU INHERITORS BACK HERE FOR YOUR NEW BODIES.

SO I'M GOING TO GO BLOW IT UP.

THAT *SILLY LITTLE GIRL* FOUND IT FOR US.

NO!

NOOOOOOO!

W'HAPPENED?

I THINK BEN'S GOING TO SAVE THE DAY.

BEN! I DEACTIVATED THOSE WEAPONS, BUT I CAN WALK YOU THROUGH THE SEQUENCE ON MY TERMINAL TO REARM IT.

I DON'T THINK SO, JESS. LOOKS LIKE THIS ALL GOT FRIED.

YOU SAID THESE ROUNDS WERE "UNSTABLE" THOUGH, RIGHT?

YES. WE CAN RIG A QUICK AND DIRTY TIMER--

MAYBE... BUT JENNIX IS RIGHT BEHIND ME WITH A MAJOR MAD-ON. I HAD A MORE *IMMEDIATE* SOLUTION IN MIND. WE'RE NOT GOING TO GET ANOTHER CHANCE AT THIS.

BEN. DON'T--

LISTEN. I'M *PROUD* OF YOU, JESS. YOU WEAR THE SPIDER WELL. YOU'RE TOUGH-MINDED AND A PRO AND AS NOBLE AS PETER EVER WAS. THERE'S A LOT OF HIM IN YOU, BUT THERE'S EVEN MORE OF *YOURSELF.* DON'T FORGET THAT.

TAKE CARE OF KAINE, AND TELL HIM IT'S OKAY TO CRACK A JOKE EVERY ONCE IN A WHILE. TELL HIM HE'S A *GOOD GUY.* AND I KNOW YOU DON'T BELIEVE THIS BUT THE GOOD GUYS ALWAYS WIN, JESS.

WANNA SEE WHAT IT FEELS LIKE TO LOSE?

YOU *DARE* NOT!

AND AT THE LAST SECOND, WITH HIS LAST THOUGHT, BEN THINKS:

HEY, BUDDY. GLAD YOU COULD MAKE IT.

THERE'S PROBABLY A WAY I CAN MAKE IT OUT OF THIS ONE, TOO.

SKRAG

NOOOOOOO!!

THEY KILLED HIM.

HE SACRIFICED HIMSELF SO THE MISSION COULD SUCCEED--

THEY KILLED HIM!

HE WAS NOBLE AND HE *SAVED* US. I'VE LOST FRIENDS BEFORE. YOU CAN'T FOCUS ON THE UGLINESS OR IT'LL *POISON* YOU.

DON'T *LIE* TO YOURSELF, JESS. IT'S *ALL* UGLINESS. USE IT FOR *FUEL.*

I'M GOING TO *LOOM WORLD.* I'M TAKING THE FIGHT TO *THEM.*

DON'T BE INSANE! JUST *ONE* OF THEM THRASHED ALL *THREE* OF US. AND *HE* WAS THE NERDY ONE!

I HAVE SOMETHING IN ME, GIRL. SOMETHING YOU CAN'T UNDERSTAND. I'VE BEEN HOLDING IT BACK, AFRAID OF IT...

BUT THEY ARE *VULNERABLE* NOW. AND THEY *KILLED* HIM.

STAY OUT OF MY WAY.

TELL THE OTHERS I'VE GONE TO *END* THIS.

IF THIS WAS YOU HOLDING BACK...

HER NAME IS *JESSICA DREW*, AND SHE'S LEARNED TO EXPECT THE WORST.

SHE'S LOST TOO MANY FRIENDS. TO SENSELESSNESS. TO HORROR AND TO EVIL. AND TODAY SHE LOST BEN *REILLY*.

A *SILLY* PERSON, SHE THOUGHT. OVERCONFIDENT AND NAIVE. UNTOUCHED BY FAILURE, AND SO WRONG ABOUT A LOT OF THINGS.

BUT MAYBE HE WAS RIGHT TODAY.

TODAY THE GOOD GUYS WON.

AMAZING SPIDER-MAN #13
"SPIDER-VERSE PART FIVE: SPIDER-MEN NO MORE"

LOOMWORLD, EARTH-001.
THE GREAT HALL OF THE INHERITORS.

FORGIVE ME, LORD SOLUS.
IT WAS *HIS* FAULT--
NO IT WASN'T!
HUMBLE APOLOGIES, FATHER.
I HAVE FAILED YOU.
ENOUGH.
ONE AT A TIME. JENNIX?

THE SPIDERS GOT THE BETTER OF ME, FATHER. THEY DESTROYED MY CLONING FACILITY.
IT WILL TAKE MONTHS TO REBUILD. AND IN THAT TIME IF ANY OF US SHOULD PERISH--
THAT'S NOTHING. BRIX LET *THE BRIDE* GET AWAY--
SHUT UP, BORA!
WE *HAD* HER IN OUR SIGHTS, AND HE LET HER RUN OFF TO THE *ONE* WORLD WHERE WE CAN'T FOLLOW.
WAHHH
HAVE MERCY, LORD SOLUS. I HAVE DISAPPOINTED YOU AS WELL. I--
SHUSH.

IN SCARLET SPIDERS #3 ON SALE NOW! -NICK
IN SPIDER-WOMAN #2 ALSO ON SALE! -NICK

WAA--
SHUSH.
ALL IS GOING WELL. WE HAVE THE *SCION.*
SOON THE BRIDE AND THE OTHER WILL COME TO *US.* ISN'T THAT TRUE, WEAVER?
YES, LORD SOLUS. IT HAS BEEN FORETOLD.
RISE, CHILDREN. THESE LOSSES ARE NOTHING COMPARED TO THE BLOODY SWATH WE'VE CARVED ACROSS REALITY.
WE HAVE HUNTED THESE TOTEMS TO THE BRINK OF EXTINCTION.
AND AFTER TONIGHT, WE SHALL SEVER THEIR REMAINING THREADS. FOREVER.
BY MY DECREE, THERE SHALL BE ***SPIDER-MEN NO MORE.***

EARTH-3145.

IN THE PAST DAY I'VE SEEN ROBOT SPIDER-MEN, TALKING ANIMAL SPIDER-MEN...

...EVERY KIND OF SPIDER-MAN YOU COULD IMAGINE. BUT THIS? I-I NEVER--

UNCLE BEN?

YES. *THIS* WORLD'S BEN PARKER.

AND HE-- *YOU'RE* SPIDER-MAN. HERE.

HE'S NOT THEIR SPIDER-MAN, JUST THEIR TOTEM.

I GAVE IT UP, PETER. I QUIT.

WHAT?! THAT MAKES NO SENSE AT ALL! *EXPLAIN!*

I HEAR HIS VOICE. AND IT'S LIKE I'M A KID AGAIN, BUT...

THE WORDS COMING OUT OF HIS MOUTH ARE THINGS BEN PARKER--*MY* BEN PARKER-- WOULD *NEVER* SAY.

YEAH. HOW IS THAT EVEN POSSIBLE? WHAT HAPPENED HERE?

TO THIS WORLD? TO *YOU?* PLEASE.

A LONG TIME AGO, THERE WAS THIS CRAZY SCIENCE EXPERIMENT YOU--

MY PETER WANTED TO SEE. BUT NO ONE WOULD GO WITH HIM. SO I TOOK A DAY OFF FROM WORK AND KEPT HIM COMPANY...

I'M SURE YOU KNOW THE REST. SPIDER-BITE. SUPER-POWERS...

"PETEY THOUGHT IT WAS THE BEE'S KNEES.

"HE MADE ME A COSTUME AND SOME GIZMOS. SAID WE COULD MAKE A FEW BUCKS.

"BUT I KNEW BETTER. I HAD GREAT POWER...

"...AND WITH IT CAME GREAT RESPONSIBILITY.

"PRETTY SOON, THEY WERE SAYING I WAS A *HERO.*

"ONLY PROBLEM WITH THAT..."

"...HEROES MAKE ENEMIES.

"ONE OF MINE, THE EMERALD ELF, FIGURED OUT MY SECRET IDENTITY.

"BLEW UP MY HOUSE WITH MY WIFE AND NEPHEW INSIDE.

"THOUGHT I DID EVERYTHING RIGHT. EVERYTHING A GOOD MAN SHOULD DO WITH SUCH GIFTS.

"BUT THEY WERE REALLY A CURSE. ONE THAT COST ME EVERYTHING AND EVERYONE I EVER LOVED IN THIS WORLD.

"SO I THREW IT ALL AWAY AND NEVER LOOKED BACK.

"ONE DAY, A GUY NAMED SIMS SHOWS UP.

"TELLS ME THIS THING-- *MORLUN*--IS GONNA KILL ME UNLESS I BUNK DOWN HERE.

"DIDN'T EVEN HAVE TO THINK ABOUT IT TOO HARD..."

...TOOK HIM UP ON HIS OFFER, FOR NO OTHER REASON THAN TO SAVE MY OWN SKIN.

I TELL YOU, EVERY CHOICE I'VE MADE HAS HAUNTED ME. I OFTEN THINK...

...IF I'D ONLY LISTENED TO PETER, LOOKED AFTER ME AND MY OWN, CLOWNED AROUND WITH MY POWERS, NOT ROCKED THE BOAT...

NO. YOU'VE GOT IT ALL WRONG.

HAVE I? MAY AND MY BOY WOULD STILL BE HERE. WITH ME. AND I--

YES. THEY'D BE WITH YOU, OLD MAN, *TRAPPED* IN THIS CAGE!

ADMIT IT! THIS WORLD IS A BURNT-OUT CINDER BECAUSE YOU *QUIT!*

BECAUSE SOMETHING *TERRIBLE* HAPPENED AND THERE WAS NO SPIDER-MAN TO *STOP IT!*

YES.

WHILE I WAS HIDING DOWN HERE, A MADMAN HELD THE WORLD HOSTAGE WITH A NUCLEAR RANSOM.

I'LL ALWAYS WONDER IF I COULD'VE MADE A DIFFERENCE, BUT I'LL NEVER KNOW. MAYBE I COULD HAVE STOPPED *OTTO OCTAVIUS.*

WHAT?!

MAYBE NOT.

THE MAN WAS ARROGANT. AND WORSE--A FOOL.

FROM ALL I CAN FIGURE OUT, HE MUST'VE MADE SOME MISCALCULATION. ALL HIS DEMANDS WERE BEING MET--

--BUT HIS DEVICE WENT OFF PREMATURELY. DOOMED US ALL.

NO. HE COULD NEVER-- HE...

ENOUGH. EVERYONE SHAKE IT OFF. THIS IS--IT'S A DISTRACTION. WE'VE GOT THE INHERITORS TO DEAL WITH. AND A LOT OF SPIDERS COUNTING ON US.

UM. SPEAKING OF WHICH... I DON'T SEE SPIDER-WOMAN WITH YOU. SHE OKAY? IS THERE ANY WORD?

SORT OF. SHE SACRIFICED HER TELEPORTER TO SEND US THESE...

SO SHE'S STILL ALL ON HER OWN...ON LOOMWORLD?

YUP. RIGHT IN THE THICK OF IT.

WHICH MEANS SHE MUST THINK US HAVING THESE SCROLLS IS PRETTY IMPORTANT.

BLIMEY! CAN'T MAKE HEADS OR TAILS OUT OF ANY OF IT.

WONDERFUL.

〈IT IS LIKE NO LANGUAGE I HAVE EVER SEEN.〉

WE'VE GIVEN UP ONE OF OUR MOST POWERFUL PLAYERS...

...FOR SOMETHING COMPLETELY AND UTTERLY *USELESS*.

...

EXCUSE ME.

TRANSLATED FROM JAPANESE NICK

SILK.

CINDY, WAIT UP. DON'T THINK I DIDN'T NOTICE. YOU TAKING OFF AGAIN?

NO, I...

LOOK, IT WAS GETTING CROWDED IN THERE. WALLS WERE STARTING TO MOVE IN.

I SPENT MOST OF MY LIFE IN A PLACE *EXACTLY* LIKE THIS. JUST NEEDED TO--

WHAT? GO OUTSIDE FOR SOME "*FRESH AIR*"?

TRY AGAIN. FOR *REAL* THIS TIME.

YOU'RE GOOD.

POLICE DETECTIVE'S DAUGHTER. SO WHAT'S THE DEAL?

SPIDER-WOMAN. THAT DAMAGED TELEPORTER SHE USED WAS *MINE.*

I BUSTED IT. WE SWAPPED.

NOW SHE'S TRAPPED BEHIND ENEMY LINES BECAUSE OF *ME.* I WANT TO GO TO LOOMWORLD AND GET HER BACK. BUT LAST TIME...

LAST TIME, EVERYONE TOLD YOU TO STAY BEHIND, TO PLAY IT SAFE.

TOLD *ME* THAT, TOO.

ALL RIGHT. LET'S DO THIS. IN AND OUT. NO ONE'LL EVEN KNOW WE'RE GONE. YOU AND ME...

...LET'S BE HEROES.

OKAY. NEXT STOP... LOOMWORLD!

FWASH

HULLO. YOU ALL RIGHT?

OH. UM. NO. NOT REALLY.

WITH ALL THE GOINGS ON, HAVEN'T HAD A CHANCE.

NAME'S BILLY. BILLY BRADDOCK. SPIDER-UK. AND YOU ARE?

PAVITR PRABHAKAR. THE SPIDER-MAN OF MUMBAI.

INDIA.

YES.

WHY SO DOWN, PAVITR? OUTSIDE OF THE FEARFUL ODDS AND MOST CERTAIN DOOM.

I GUESS MY PROBLEM IS... HIM. PETER PARKER.

DON'T YOU SEE IT? THE PATTERN? OUR NAMES ARE SO CLOSE...

HE HAS AN UNCLE BEN. I HAD AN UNCLE BHIM.

MY SPIRITUAL GUIDE IS CALLED "*MASTER WEAVER*," AND NOW--

THERE ARE TOO MANY SIMILARITIES. I CANNOT ESCAPE IT. THAT FEELING...

...THAT HE IS THE ***REAL*** SPIDER-MAN. AND I AM SOME SORT OF ECHO. OR STRANGE REFLECTION.

AND EXPENDABLE.

I DON'T BELIEVE IT. NOT FOR A SECOND.

BACK HOME, I'M A MEMBER OF THE CAPTAIN BRITAIN CORPS. THERE ARE ***THOUSANDS*** OF US.

AND WHAT I'VE LEARNED IS THAT EACH MEMBER, FROM EACH WORLD, IS UNIQUE IN THEIR OWN WAY.

PAVITR, YOU ***ARE*** SPIDER-MAN. YOU'RE A ***HERO*** WHEREVER YOU ARE AND WHOEVER IS BY YOUR SIDE.

AND THAT ***OTHER*** FELLA? WHO'S TO SAY ***HE'S*** NOT A PALE REFLECTION OF ***YOU?***

THIS--THIS IS AN *INFERIOR* WORLD! WITH AN *INFERIOR* SPIDER-MAN AND AN *INFERIOR* DOCTOR OCTOPUS!

NONE OF THAT MEANS *ANYTHING!* ALL THAT MATTERS IS WHAT WE DO *HERE! NOW!*

GIVE ME THAT! *I'LL* DECIPHER IT!

HEY! THAT MIGHT HOLD THE KEY TO WHAT THE INHERITORS ARE DOING WITH MY BROTHER!

SILENCE! ANNA, SCAN THESE SCROLLS. SEARCH YOUR DATABASE FOR ANY LANGUAGE USING THESE SYMBOLS.

AT ONCE, DOCTOR.

WAIT. ALL THIS TIME YOU'VE HAD... A TALKING COMPUTER?

YES. I CONSTRUCTED IT WITH 2099 TECH. TRY TO KEEP UP.

AND YOU BASED IT ON ANNA MARIA MARCONI?

<WE WERE LOOKING AT IT!>

WHY WOULDN'T I?

SORRY, DOCTOR. NO MATCHES.

BLAST. WHAT AM I MISSING? WHY CAN'T I SEE...

HOLD ON.

IF THAT'S PARKER FROM THE PAST...

...HE'S *NEVER* MET ANNA. HOW COULD HE...?

NO! HE'S FROM *LATER* IN OUR TIMELINE. THEN THAT MEANS...

...PARKER COMES *BACK*. IN THE END, HE *WINS*.

AND I LOSE... EVERYTHING.

TIME OUT! I CAN *READ* THIS!
IMPOSSIBLE! IF *I* CAN'T, HOW CAN *YOU*--?
IT'S MY POWERS. THEY'RE ALL TIED UP WITH THIS WEIRD CULT THAT WORSHIPS TOTEMS. LONG STORY.
BUT THE IMPORTANT THING: THIS *ALL* MAKES SENSE TO ME!

ANYA CORAZON, YOU JUST BECAME THE MVP OF THE 616!
NOW SPEED READ AND GIVE US THE CLIFFSNOTES.
NEAR AS I CAN MAKE OUT, THE FIRST SCROLL IS A PROPHECY...
HOW THE SPIDERS ARE DESTINED TO END THE INHERITORS' REIGN OF POWER...
SWEET!
...A THOUSAND YEARS FROM NOW.
SOUR.

THE ONLY CHANCE OF AVOIDING THAT IS--
--OOH NOT LIKING THIS BIT--
--WIPING ALL THE SPIDER-TOTEMS OUT OF EXISTENCE.
THERE'S A RITUAL LAID OUT HERE, THREE SACRIFICES, THAT ONCE PERFORMED WILL *STOP* ANY *NEW* TOTEMS FROM EMERGING.

THEY NEED THE BLOOD OF *THREE* SPECIFIC SPIDERS: THE OTHER...
KAINE.
THE SCION...
BENJY!
AND THE BRIDE.

THEY'LL CUT MY BROTHER OPEN?! USE HIS *BLOOD*?! *THAT'S SICK!*
MAY, WE'VE *GOT* THIS. YOU HEARD HER. THEY *NEED* THE BRIDE.
AND AS LONG AS WE'VE GOT-- WHERE'S *SILK*?

@#$%! SHE TOOK OFF AGAIN, DIDN'T SHE?!
TOOK THE WORDS RIGHT OUT OF MY MOUTH.
CINDY! WHERE ARE YOU?!

AND DO NOT SAY "LOOMWORLD."
EARTH-001. LOOMWORLD.
PETE? UM. I'M SORT OF ON--
KRCH
OOPS.
WAIT. WHY DID YOU SAY "OOPS"?
I...UM... BUSTED THE TELEPORTER.

AGAIN?!
IT WASN'T ME. IT WAS A MULTIVERSAL PIRATE.
THAT'S YOUR ANSWER FOR EVERYTHING.

EARTH-802.
THE REMAINS OF JENNIX'S CLONING FACILITY.

THEY KILLED HIM.
NO. REILLY SACRIFICED HIMSELF SO THE MISSION COULD SUCCEED.
NO BIG DEAL, RIGHT?
JUST ONE MORE DEAD CLONE MIXED IN WITH THE REST.

C'MON. DON'T BE LIKE THAT. HE--WAIT.
IS THAT HIS TELEPORTER?
YES!
WHAT'RE YOU DOING?

I'M GOING TO LOOMWORLD!
DON'T BE INSANE! ONE OF THEM THRASHED ALL THREE OF US.
WE HAVE TO GO JOIN--

NO! I'M GOING TO END THIS!
AND FOR YOUR SAKE--
FWAK

--I'M GOING IT ALONE!
OH. NOT GOOD.

EARTH-001.

+SNIFF+ BROTHERS? SISTERS? DO YOU SMELL THAT?

THE BRIDE!

THE OTHER!

HERE ON LOOMWORLD. AS PREDICTED.

REALLY, FATHER. YOU CAN'T BELIEVE THIS WAS SOMEHOW PREORDAINED--

NEVER DOUBT ME, JENNIX. HERE, LOOK TO THE SCION.

PREPARE HIM FOR THE RITUAL.

AS FOR THE REST OF YOU...

...COME, MY CHILDREN! THEY'RE HERE! THE BRIDE! THE OTHER!

FEEL THE *FRENZY* BUILDING INSIDE YOU!

THE GREATEST HUNT OF ALL AWAITS!

HSSSSSAAAHH

I'M BEGGING YOU! *ALL* OF YOU! THE BAD GUYS HAVE MY BROTHER! THEY'RE GOING TO KILL HIM IN SOME STUPID CULT-THING!

WE KNOW WHERE THEY ARE! WE *NEED* TO GO! *NOW!*

NOT *ALL* OF US.

ANYA, ARE YOU SURE?

YOU SAW WHAT WAS IN THE *SECOND* SCROLL. WE CAN USE THIS--

--AND MAYBE TURN THINGS IN OUR FAVOR. I'VE PUT TOGETHER A TEAM.

WE GOT THIS. C'MON, KID. I'M BORED. LET'S GET THE @#$% OUT ALREADY.

TO SEE WHERE THE @#$% THEY GO, CHECK OUT SPIDER-VERSE TEAM-UP #3 -NICK.

OKAY. NOW?

NO. FIRST, THERE'S *ONE* THING WE *CAN* DO THAT'LL MESS UP THE INHERITORS' PLANS.

KAINE, COME IN! THIS IS *REALLY* IMPORTANT, BROTHER.

NOT NOW!

CAN'T TALK LONG. INHERITORS MIGHT BE LISTENING IN. SO HERE'S THE SHORT VERSION...

...WHATEVER YOU DO, DO NOT GO TO LOOMWORLD. DO YOU COPY?

TOO LATE.

WHAT?!

REILLY'S *DEAD* 'CAUSE OF THESE BASTARDS.

I'M HERE TO *KILL THEM,* PETER!

KAINE! NO! YOU HAVE TO GET OUT OF THERE N--

ARGH

GONNA KILL THEM ALL!

HWRARRRR!

SON OF A--

THE SCION. THE BRIDE. *AND* THE OTHER. ALL TOGETHER. IN MORLUN-LAND.

ANYONE WHO'S STILL OUT THERE--WHATEVER YOU'RE DOING--*DROP IT!*

WE ARE *GOING TO LOOMWORLD!*

I VID YOU, PARKER. BUT LADY SPIDER AND I MADE IT BACK TO THE SAFE ZONE--

THERE IS NO SAFE ZONE!

I KNOW! BUT WE'RE WORKING ON SOMETHING. WE NEED FIVE SHOCKING MINUTES, OKAY?!

*NO FIVE MINUTES! **NOW!***

TOUCHY, ISN'T HE?

BLACK WIDOW HERE. YOU DON'T HAVE TO WORRY ABOUT JENNIX LISTENING IN.

HOW DO YOU KNOW?

I'M CALLING *FROM* WHAT'S LEFT OF HIS BASE. HE'S CLEARED OUT.

BUT HERE'S THE THING--I'M *STUCK* ON HIS WORLD. KAINE TOOK OUR ONLY TELEPORTER.

MILES, HERE! DON'T WORRY, PETE.

ME AND THE WEB-WARRIORS WILL SWING BY AND PICK HER UP ON THE WAY.

HA! YOU JUST SAID "*WEB WARRIORS.*" ADMIT IT. IT'S GROWING ON YOU.

YEAH. LIKE A FUNGUS.

ALL RIGHT! THAT'S EVERYBODY!

ALL TOGETHER NOW, *LET'S GO!*

I-I'M SORRY. I CAN'T.

WHAT?

WRRAWRR!

LOOK, MORLUN! YOUR SISTER AND THE TWINS MUST HAVE FOLLOWED THE BRIDE'S SCENT.

THE OTHER IS ALL *OURS!*

IT CAN'T BE. I'VE SEEN THE OTHER BEFORE. *FACED* IT! IT WAS NEVER LIKE *THIS!*

WRRR

THE SIZE OF HIM! I'D HAVE IT NO OTHER WAY, BROTHER. TONIGHT WE FEAST!

THE *OTHER* HAS NEVER STOOD HERE, IN THE CENTER OF REALITY! OR FACED SUCH HUNTERS!

HOW *GLORIOUS!*

HARWROOO!

THE SPIDER-TOTEM *REVEALED!*

REVEL IN THIS, MY BOYS, FOR WE FACE *THE ULTIMATE PREY!*

SWAK

KRUNK

HA HA HA!

FATHER, HAVE CARE! THE CREATURE IS--UNH!

FORMIDABLE? YES!

FINALLY A FOE WORTHY OF THE GREAT SOLUS!

I HAVE WAITED CENTURIES FOR THIS!

I'VE NEVER FELT MORE

SHRUKKK

ALI--

FATHER!

IMPOSSIBLE...

MORLUN, HOLD!

WHOOM

FOUL BEAST!

I'LL KILL YOU!

THE RITUAL! MORLUN, WE NEED IT ALIVE!

WURRR

NO!

SNAKK

KRAHH!

WE ONLY NEED ITS BLOOD!

CHUNKK

FATHER...

THE MASTER WEAVER ALWAYS SAID HE WOULD OUTLIVE ME.

I--I DON'T UNDERSTAND. WHAT DOES THIS MEAN, MORLUN?

I NEITHER KNOW NOR CARE, BROTHER.

ALL THAT MATTERS NOW IS THE RITUAL. BRING THE CREATURE BACK TO THE GREAT HALL.

TONIGHT OUR FAMILY ASSURES ITS LEGACY. ONCE AND FOR ALL--

HRK--

"--EVERY SPIDER *WILL DIE!*"

TWO TELEPORTERS. IN UNDER A DAY. *TWO.*

I SAID I WAS SORRY. ON THE OTHER HAND, WE *DID* RESCUE YOU.

I HAVE *NEVER* NEEDED RESCUING. EVER. SEE MY WIKI ENTRY.

GREAT CONVERSATION AND ALL, BUT WHAT SAY WE CONCENTRATE ON GETTING OUT OF HERE?

THE INHERITORS TELEPORT FROM LOOMWORLD ALL THE TIME. HOW DO *THEY* DO IT?

THEY USE SOMETHING THEY CALL THE GREAT WEB.

TRIED IT. IT'S A NO-GO. WE HAVE TO FIND ANOTHER--

SPIDER-SENSE! IT'S THE INHERITORS! *RUN!*

BUT I'M NOT SENSING ANY--*THERE* IT IS.

HOW DOES SHE *DO* THAT?

SHE'S THE BRIDE, GIRL. THAT MAKES HER SPECIAL.

DOWN TO HER LAST DROP OF *BLOOD.*

GET HER, MY *PETS!*

NO! SHE'S *OURS!*

"*OURS*"? THINK AGAIN.

GOBLINS! THEY'VE GOT *GOBLINS!*

FEEL FREE TO SLAY THE OTHER TWO.

ONLY THE BRIDE MATTERS! AND *SHE'S MINE!*

WHAT ARE WE STILL *DOING* HERE?! THE FATE OF EVERY SPIDER THAT *IS*--

--OF EVERY SPIDER THAT WILL *EVER BE* IS AT STAKE! *MY BROTHER'S LIFE* IS AT STAKE! *LEAVE HIM!*

NO. WE NEED HIM.

I NEED HIM.

SHE'S RIGHT. ONE MORE MAN WON'T MAKE THE DIFFERENCE.

ESPECIALLY ME.

NO. IN MY WORLD, BEN PARKER MAKES *ALL* THE DIFFERENCE. EVERY SINGLE DAY. EVERY MOMENT IN MY LIFE.

HE WAS MORE THAN AN UNCLE. MORE THAN A FATHER. HE WAS MY *HERO.*

AND HE WAS A TERRIBLE LIAR. YOU *KEPT* THE SUIT.

YOU KNEW. JUST LIKE HE KNEW. THE ONE GREAT LESSON THAT HE TAUGHT ME.

WITH GREAT POWER *MUST ALSO* COME GREAT RESPONSIBILITY.

PUT ON THE MASK *ONE* MORE TIME. FIGHT BY OUR SIDE. BY *MY* SIDE.

NO. A MAN WITH GREAT POWER IS STILL JUST A MAN. AND MEN...

...MEN HAVE FEET OF CLAY. THEY MAKE MISTAKES. GREAT MISTAKES AT *GREAT* COSTS.

I--I CAN'T FAIL AGAIN.

YOU'RE PATHETIC, OLD MAN!

HEY!

YOU, SHUT UP! SO THAT'S IT?! YOU'RE AFRAID TO FAIL--*AGAIN?! TOUGH!*

I'VE LOST MORE TIMES THAN I'VE WON, AND EVERY DAMN TIME I GOT *BACK UP!* THAT'S ALL THAT MATTERS!

THIS ISN'T HELPING--

WHEN VICTORY IS EASY, IT'S *CHEAP!*

EVERY FIGHT THAT'S EVER BEEN WORTH FIGHTING HAS BEEN AGAINST ADVERSITY!

AGAINST A SO-CALLED *"UNBEATABLE"* FOE!

BUT THERE IS NO SUCH THING! EVERY ENEMY HAS A WEAKNESS! YOU JUST HAVE TO FIND IT! *ONCE!*

YOU JUST HAVE TO WIN *ONE TIME! SAY IT!*

ONE TIME.

WE ALL HAVE FEET OF CLAY. WE ALL FALL DOWN. BUT IN US IS THE SPIRIT TO *RISE BACK UP!*

IT'S NOT THE POWER OF THE *SPIDER* THAT MAKES ANY OF US WHO WE ARE! IT'S THE WILL OF THE *MAN!*

SO GET UP! GET UP, OLD TIMER AND *FIGHT!*

I DON'T BELIEVE IT.

YES! THE MAN I WAS BEFORE THAT STUPID BITE--HE NEVER WOULD HAVE--

THANK YOU, PETER. BOTH OF YOU. FOR REMINDING ME WHO I AM.

ONE.

MORE.

TIME.

FINE. WHATEVER IT TAKES.

ALL RIGHT, SPIDERS. THIS IS IT. THE FINAL PUSH!

THE DIE IS CAST!

NO, NO, NO. I'M RUNNING THE SHOW. I GET THE BIG LINE.

SPIDER-FRIENDS, GO FOR IT!

NAILED IT.

SPIDER-VERSE TEAM-UP #3
"TOO MANY SPIDER-MEN PART 2"
"BUGGED!"

Earth-3145.
THE SPIDER-ARMY'S BUNKER.

THIS IS INSANE. A SUICIDE MISSION!

MORE LIKE OUR LAST, BEST HOPE!

WILL YOU BOTH SHUT UP ALREADY? EVERYONE ON THE TEAM'S WILLING TO GO.

Spider-Girl.
ANYA CORAZON. FED UP WITH BOTH OF THEM.

The Superior Spider-Man.
DR. OCTOPUS' MIND IN PETER PARKER'S BODY.

The Amazing Spider-Man.
PETER PARKER. THE GUY WHOSE BOOK YOU READ.

I'VE FACED KARN BEFORE, CHILD. HE IS UNSTOPPABLE AND HAS KILLED MORE OF US THAN YOU CAN COMPREHEND.

BUT THANKS TO THE SCROLL *SPIDER-WOMAN* GOT US, WE KNOW THINGS ABOUT HIM WE NEVER DID BEFORE.

YEAH, THAT HIS FAMILY HATES HIM. AND HE HATES THEM, ESPECIALLY HIS FATHER--

HATES HIS FATHER, YOU SAY?

PERHAPS THERE IS A CHANCE.

GO.

Earth-3123.

UNCLE BEN! W-WHO IS THAT?

I DON'T KNOW, PETER, BUT STAY BACK. WHATEVER IT IS, I'LL--

IGNORANT MORTALS. I HAVE NO INTEREST IN YOU. I AM HERE FOR THE *SPIDER-TOTEM*...WHICH, ON THIS WORLD, I SENSE IS--

ME.

A-AUNT MAY? *YOU'RE* THE *SPIDER-MA'AM?*

YES, PETER. I'M SORRY I KEPT IT FROM YOU, BUT I DID IT TO PROTECT YOU. THE SAME REASON I'M DOING THIS.

I CAN SENSE YOU'RE TOO STRONG TO FIGHT. IF IT'S ME YOU WANT, GO AHEAD-- KILL ME. I'VE LED A GOOD, LONG LIFE. JUST DON'T HURT MY HUSBAND AND NEPHEW.

MAY, *NO!*

I--

YOU REMIND ME OF...ANOTHER LIKE YOU. BRAVE. STRONG. YET LOVING... I WISH...

NO. DESTINY CANNOT BE DENIED. I MUST EARN MY WAY BACK TO MY FAMILY.

BUT KNOW YOUR DEATH WILL BE QUICK, AS YOU HAVE TOUCHED ME AS FEW OTHERS.

CAN I GET IN ON THAT?

WHCRACK!

Ashley Barton.
SPIDER-GIRL EARTH-807128

ANYBODY EVER TOUCH YOU WITH A *FENDER* BEFORE?

Spider-Punk.
HOBIE BROWN OF EARTH-138

Billy Braddock.
SPIDER-U.K. OF THE CAPTAIN BRITAIN CORPS EARTH-833

PAVITR! GET THE PARKERS TO SAFETY! SPIDER U.K., ASHLEY, TRY TO DISARM KARN!

NOT SURE WHO DIED AND MADE YOU BOSS, KID...

Pavitr Prabhakar.
SPIDER-MAN INDIA EARTH-50101

BROK

YOU WILL ALL DIE TODAY. BY THE BONES OF THE DEAD GODS, I AM SO WEARY OF THIS ENDLESS CONFLICT!

I KNOW, KARN. I ALSO KNOW YOU'RE NOT LIKE YOUR RELATIVES. IT'S ALL IN THIS SCROLL.

THAT YOU KILL TO *SURVIVE*, NOT FOR PLEASURE. HOW YOUR FAMILY *BANISHED* YOU. YOUR ENDLESS QUEST FOR REDEMPTION IN THEIR EYES.

I KNOW NOT HOW YOU CAME BY THIS KNOWLEDGE, BUT IF YOU THINK IT WILL ENABLE YOU TO DEFEAT ME--

YOU GOT IT WRONG, MATE. WE'RE NOT HERE TO FIGHT YOU.

THWIP

WE'RE HERE TO ASK YOU TO *JOIN US.*

Chapter One

YOU'RE DESPERATE INDEED. OR *MAD*. DO YOU REALIZE WHAT I *AM*? DOES THE LION ALLY ITSELF WITH THE GAZELLE?

I KNEW IT. THE LOUSIER THE PARENTS, THE MORE THE KID THINKS IT'S THEIR FAULT.

I UNDERSTAND OBLIGATION TO FAMILY BETTER THAN MOST. BUT YOUR FAMILY BETRAYED THOSE OBLIGATIONS LONG AGO.

THEY CLAIMED TO PUNISH YOU FOR YOUR MOTHER'S DEATH. BUT THE TRUTH IS, THEY SENT YOU AWAY BECAUSE THEY FEARED YOU. BECAUSE YOU QUESTIONED THEM.*

* SEE SUPERIOR SPIDER-MAN #33! --NOTE-TAKING NICK

NONE OF THAT MATTERS! I MUST FEED ON ANIMAL TOTEMS TO LIVE!

OH YEAH? WHO TOLD YOU THAT?

THE SAME KINFOLK WHO SAID YOU COULD COME BACK AND LIVE WITH THEM LIKE ONE BIG HAPPY FAMILY IF YOU JUST KILLED ENOUGH SPIDERS?

AND THAT WAS *HOW* MANY HUNDREDS OF YEARS AGO?

SHHNK

TH-THERE IS *ANOTHER* WAY? YOU HAVE THE MEANS--

UKK--

WE DON'T, NO. BUT YOUR FAMILY--IF YOU HELP US *BEAT* THEM, WE COULD USE *THEIR* TECHNOLOGY TO FIND ALTERNATIVES--

UFF!

DAMN ME FOR HOPING! CURSE ME FOR THE FOOL I AM!

MY FAMILY CANNOT BE DEFEATED. NOT BY THE LIKES OF YOU... OR ME!

THAT'S WHAT THE POWER STRUCTURE *WANTS* YOU TO THINK! THAT THERE'S NO HOPE.

THAT'S WHEN YOU GOTTA STAND UP AND *FIGHT!* YOU WANNA DIE ON YOUR FEET OR LIVE ON YOUR KNEES?

KNICH

IT IS USELESS TO DEFY FATE. THE NATURAL ORDER--

WHO SAYS THERE'S ONLY *ONE* NATURAL ORDER?

HOW MANY WORLDS HAVE YOU BEEN TO? I'VE SEEN MULTITUDES. THEY'RE ALL BEAUTIFUL...AND DIFFERENT.

ACCORDING TO THE SCROLL, YOU WANTED TO EXPLORE THEIR BEAUTY. RECORD IT. CELEBRATE IT. NOT BRING DEATH AND DESTRUCTION.

AND AS FOR FATE... WHO KNOWS MORE ABOUT IT THAN THE MASTER WEAVER?

AND WHO DO YOU THINK GAVE US THIS?

TH-THE WEAVER...?

WE TOOK A BIG RISK, TELLING YOU THAT. YOU COULD LET YOUR FAMILY KNOW WHAT HE DID. UNDERMINE ALL OUR EFFORTS.

THEY'D PROBABLY EVEN TAKE YOU BACK. BUT THEY'D STILL BE LAUGHING AT YOU WHEN YOU LEFT THE ROOM. STILL TREAT YOU LIKE THE RED-HEADED STEPCHILD.

OR YOU COULD JOIN WITH US. FIGHT FOR THE SIDE OF LIFE. OF *HOPE.*

MY HUNGER... CAN BE INTENSE. UNCONTROLLABLE.

WE CAN HELP. WE'LL LET YOU TAKE A LITTLE BIT OF LIFE FORCE FROM EACH OF US. ENOUGH TO KEEP YOU GOING.

WAIT, *WHAT?* I DIDN'T SIGN UP FOR THAT!

NO ONE WHO'S NOT WILLING HAS TO DO IT, ASHLEY.

SHE HAS A POINT. IT'S A RISK...A BIG ONE. BUT YOU'RE TAKING ONE TOO, SO IT ONLY SEEMS FAIR.

YOU WOULD TRULY...AFTER ALL I'VE DONE, ALL THOSE I'VE KILLED--?

YOU HAVE SPOKEN OF FATE, AS IF IT IS PREDESTINED. I BELIEVE WE CREATE OUR OWN FATE, THROUGH OUR THOUGHTS, WORDS AND DEEDS.

LET US DO SO NOW.

ALL THIS TIME...IT WAS A LIE. THE CENTURIES I SUFFERED, THE PAIN I INFLICTED...NONE OF IT HAD TO HAPPEN.

MY FAMILY TOLD ONE TRUTH. THERE IS NO GREATER WRETCH THAN ME.

WHATEVER HAPPENS... I THANK YOU.

THANK US BY NOT KILLING US. GO ON, DO WHAT YOU GOTTA DO.

NO ONE IS BEYOND REDEMPTION. IT WILL BE A LONG JOURNEY. BUT THAT IS NOTHING NEW TO YOU, IS IT?

LET US HELP YOU TAKE THE FIRST STEP.

NNHH...

THAT... WILL DO. FOR NOW.

SEE? WE ALL TOOK A CHANCE...AND IT PAID OFF.

LET'S HOPE IT WAS JUST THE FIRST OF MANY.

WELL, *THAT* WAS WEIRD.

SPIDER-GIRL AND UNCLE BEN--TOGETHER!

BUGGED!

I'M MAYDAY PARKER. THE SPIDER-GIRL FOUGHT SO HARD FOR SO LONG. TRIED MY BEST TO BE A HERO

FAILED WHEN IT COUNTED MOST

COULDN'T SAVE MY DAD

MY MOM

BUT I WON'T FAIL BENNY

MOVE IT, PEOPLE!

WE'RE GOING TO LOOM WORLD.

NOW!

THE INHERITORS *KIDNAPPED* MY BABY BROTHER.

THEY PLAN TO *SACRIFICE* HIM.

MURDER HIM JUST LIKE *DAEMOS* SLAUGHTERED MY...MY...

WHAT ARE YOU WAITING FOR? LET'S **GO!**

CALM YOURSELF, MAY.

ONLY *DEATH* AWAITS US ON *LOOM WORLD.*

YOU COSTUMED PHONIES ARE SUPPOSED TO BE THE *SPIDER-MEN* OF YOUR ALTERNATE REALITIES.

THERE WAS ONLY *ONE* REAL *SPIDER-MAN-- MY DAD!*

HE'D FIND A WAY TO SAVE *BENNY.*

YOU WANT TO COWER IN THIS *BUNKER?* FINE. GIVE ME A *TELEPORTER--*

--AND I'LL GO *MYSELF!*

YOU HAVE A BAD CASE OF *CRAZY,* GIRL.

YOU'LL NEVER SURVIVE.

PLEASE... IT'S *MAY...* ISN'T IT?

YOU'RE TALKING ABOUT A *SUICIDE MISSION.*

YOU'RE *SAFE* HERE AND--

LIKE I'M REALLY GOING TO LISTEN TO THE BIGGEST *COWARD* OF ALL!

THE MAN WHO ALLOWED HIS WORLD TO BECOME A *RADIOACTIVE WASTELAND...*

...AND HAS HIDDEN IN THIS *HOLE* EVER SINCE.

MY FATHER LOOKED UP TO HIS *UNCLE BEN--*

--BUT HE'D BE SO *ASHAMED* OF YOU!

SKRITCH SKRITCH

BUNCH OF IDIOTS!

COWARDS!

FRAUDS!

NOT A SINGLE ONE OF THEM UNDERSTANDS WHAT IT MEANS TO BE A HERO

HEROES DON'T HIDE

DON'T RUN FROM DANGER

WE SAVE PEOPLE

DEFEND THE INNOCENT

PROTECT THE HELPLESS LIKE LIKE

WHO AM I KIDDING?

BENNY ISN'T THEIR RESPONSIBILITY

HE'S ON ME

JUST LIKE MY PARENTS

IT'S MY FAULT THEY DIED

ALL MINE!

OUCH!

DO I WRECK *YOUR* HOME?

DON'T HAVE ONE ANYMORE.

DAEMOS THE INHERITOR BURNED IT DOWN WHEN HE MASSACRED MY PARENTS.

YOU'RE NOT THE ONLY ONE WHO IS *HURTING*, GIRL.

WE'VE ALL SUFFERED *LOSSES*.

I DON'T CARE.

YOU DON'T KNOW MY PAIN.

NEVER KNEW MY FAMILY.

TELL ME ABOUT THEM...

I'D REALLY LIKE TO HEAR ABOUT YOUR PETER.

WAS HE HAPPY?

OH, YOU WANT TO BOND?

MAYBE HUG AND TALK AND SHARE AND BRAID EACH OTHER'S HAIR?

GO TO *HELL*, OLD MAN!

YOU CERTAINLY ARE A FEISTY ONE.

FULL OF THAT OLD PARKER GUMPTION.

MY MAY WOULD HAVE BEEN PROUD OF YOU.

SERIOUSLY--?!

DOUBT SHE'D FEEL THE SAME ABOUT YOU.

MY DAD'S *UNCLE BEN* TAUGHT HIM TO STAND TALL.

DOES THE PHRASE "*WITH GREAT POWER COMES GREAT RESPONSIBILITY*" RING ANY BELLS?

"*MUST ALSO COME.*"

A *SUBTLE*, BUT *PROFOUND*, DIFFERENCE.

THERE'S NO GUARANTEED LINK BETWEEN *POWER* AND *RESPONSIBILITY*.

TOO MANY FOCUS ON THE *FORMER* WITHOUT ANY REGARD FOR THE *LATTER*.

TZIPP!

TZIPP!

I KNOW. I'M LOOKING AT ONE *NOW*.

OKAY, I ADMIT IT...

I RAN AWAY!

GAVE UP WHEN MY PETER DIED.

PWOOM!

PWOOM!

AND COMPLETELY *DISHONORED* HIS MEMORY.

ENOUGH, YOUNG LADY. YOU DON'T HAVE THE RIGHT TO *JUDGE* ME.

MAYBE NOT.

BUT THE *REAL PETER*-- MY DAD--WOULD HAVE BEEN *SICKENED* BY YOU.

SKRITCH SKRITCH

YOU CAN'T POSSIBLY BE THAT *EGOCENTRIC.*

MY PETER WAS AS REAL TO *ME* AS YOURS TO YOU.

EXCUSE ME IF I DON'T GET THIS WHOLE *ALTERNATE REALITY* THING.

A SPIDER-MAN WITH *SIX* ARMS?!

ONE WITH A GIANT *ROBOT?!*

AND DON'T GET ME STARTED ON *SPIDER-HAM.*

IMAGINE HOW I FEEL.

I THOUGHT I WAS THE LAST MAN ON *EARTH.*

YOU *ARE.* THIS EARTH.

BECAUSE YOU DIDN'T SAVE IT!

YES, I... **WHA?!**

Y-YOU HAVE *WEB-BOMBS?*

IMPACT WEBBING-- A GIFT FROM *MY* UNCLE BEN.

HIS NAME WAS *BEN REILLY* AND HE DIED A *HERO.*

PWOOM!

PWOOM!

REILLY? MY MAY'S MAIDEN NAME WAS--

UH-OH! MY *DANGER SENSE* IS SUDDENLY TINGLING.

IT'S ACTUALLY CALLED A *SPIDER-SENSE* AND I'M SO FAR AHEAD OF YOU.

IT'S COMING FROM--

--THAT *WALL!*

SPIDERS?

MUTANT SPIDERS?!

THIS WORLD WAS SUPPOSED TO BE DEVOID OF LIFE.

HUMAN LIFE.

SOME INSECTS *THRIVED* ON THE RADIATION.

THE BUNKER DOESN'T SEEM TO BE AS *SAFE* AND *SECURE* AS YOU CLAIMED, EITHER.

IT *WAS*--

--UNTIL A CERTAIN SOMEONE PUNCHED A *HOLE* IN IT.

ANOTHER GIFT FROM YOUR BEN?

STINGERS... BUT LET'S NOT GET DISTRACTED.

THESE CREATURES *PROVE* MY POINT.

POOMF!

POOMF!

POOMF!

WE AREN'T SAFE *ANYWHERE*.

DAEMOS AND HIS SIBLINGS ARE *UNRELENTING.*

THEY WON'T STOP UNTIL WE'RE ALL DEAD.

THEY'LL *SWEEP IN* AND *CRUSH* US ALL.

THIS ISN'T A VIDEO GAME, OLD MAN.

TZIPP!

TZIPP!

WE ONLY GET *ONE* LIFE.

OUR ONLY HOPE IS TO *STRIKE FIRST--*

--AND *DESTROY* THEM ALL!

I HAVE A SPECIAL *DATE* WITH DAEMOS.

GET *OFF* THE FLOOR-- *NOW!*

W-WHAT ARE YOU PLANNING?

I'M GOING TO *MAGNETIZE* THE FLOOR--

--AND *FREEZE* THE LITTLE SUCKERS IN PLACE.

HOW COME YOU'RE THE *ONLY* SPIDER-PERSON WHO HAS THIS POWER?

WHO SAYS I AM?

HAVE YOU EVER TRIED TO USE YOUR STICKING POWER TO MAGNETIZE?

WELL...

...UHHHH...

NO.

THWIPP!

THWIPP!

YOU HAVE TO TRY.

I MAY ONLY BE A TEENAGER, BUT I'VE ALREADY LEARNED THAT'S A MAJOR KEY TO *ANY* SUCCESS.

YOU HAVE TO *TRY.*

THIS SHOULD SEAL THEM OUT UNTIL YOU CAN DO A REAL REPAIR JOB.

BUT WE'LL NEED TO REFILL OUR *WEB CARTRIDGES* BEFORE THE BIG BATTLE.

I HAVE PLENTY OF EXTRA *WEB FLUID*.

BEEN STOCKPILING IT FOR...WELL... DIDN'T HAVE MUCH ELSE TO DO.

YOU REALIZE *YOU* CAUSED THIS INSECT ATTACK.

YOUR EARLIER *TEMPER TANTRUM* PUT US AT *RISK*.

YOU NEED TO GET YOUR EMOTIONS UNDER CONTROL AND FORGET *LOOM WORLD*.

YOU CAN BE *SAFE* HERE--

--IF YOU'LL JUST *TRY*.

YOU DON'T UNDERSTAND. I CAN'T HAVE A LIFE WITHOUT *BENNY*.

HE'S *ALL* I HAVE LEFT.

I REALLY HOPE THERE ARE AN INFINITE NUMBER OF ALTERNATE REALITIES.

MAYBE EVEN ONE WITH A *MAYDAY PARKER* WHO WOKE UP THIS MORNING TO EAT WHEATCAKES WITH HER *PARENTS* AND *BABY BROTHER*.

I'LL ALSO BE FIGHTING FOR THEM WHEN I RESCUE BENNY FROM LOOM WORLD--

AND KILL DAEMOS!

THE SAFE ZONE. THAT'S WHAT THIS WAS *SUPPOSED* TO BE.

SOME SAFETY. THE PLACE IS TRASHED AND THERE ARE BODIES EVERYWHERE.

SO. IS THIS IT? IS THIS THE END OF IT?

ARE LADY SPIDER AND I THE LAST OF THE SPIDERS? AND NOW WE JUST KILL TIME UNTIL MORLUN AND HIS PALS TRACK US DOWN AND--

MAY?

BLAAUGHH

SORRY. I'M...I'M SO SORRY. THAT WAS...

...UNPROFESSIONAL.

UNPROFESSIONAL? WE'RE *ALL* UNPROFESSIONAL.

IT'S NOT AS IF WE GET PAID FOR THIS. IT'S--

GUH!

WE'RE ALL GOING TO DIE, AREN'T WE?

YES. BUT NOT TODAY.

HOLD IT.

HOLD WHAT?

I SAW SOMETHING.

WHAT DID YOU S--?

COULD YOU PERHAPS STOP ASKING QUESTIONS FOR FIVE MINUTES?

FINE.

WHAT DID YOU SEE?

NO QUESTIONS FOR TWENTY-SEVEN SECONDS, A NEW RECORD.

SMART ALECK.

THERE.

HOLY...

WHAT IN THE WORLD IS *THAT?*

SOME MANNER OF ROBOT, I GUESS.

LOOKS PRETTY TRASHED.

WHY DON'T WE FIX IT?

FIX IT HOW? WHERE? WE CAN'T RETURN TO 2099 WITH DAEMOS RUNNING AROUND.

I KNOW OF A LABORATORY.

IT'LL HAVE TO BE PRETTY BIG.

FROM WHAT I'VE HEARD, IT IS.

Earth-803.
New York, 1895.

OH MY, YES, IT'S GIGANTIC. MY FATHER CALLS IT "THE STADIUM."

ONLY SLIGHTLY SMALLER THAN A FOOTBALL FIELD.

MAY I ASK WHY YOU'RE INQUIRING, MAY?

WELL, LORD OSBORN...

HAROLD, PLEASE.

VERY WELL. HAROLD. TELL ME, HAVE YOU HEARD OF LADY SPIDER?

OF COURSE. THE ONE WHO INTERCEDED AT YOUR PARTY AND STOPPED THE MAYOR'S KIDNAPPING.

YES, WELL...THE REASON SHE WAS THERE IS THAT SHE IS A FRIEND OF MINE.

REALLY?

INDEED. AND SHE HAS NEED OF THE STADIUM.

IT WOULD HAVE TO BE DONE UNDER ABSOLUTE SECRECY.

I'D HAVE TO GET MY FATHER'S PERMISSION.

ONLY HIM, THEN. NO ONE ELSE IN THE LAB.

THIS IS QUITE A FAVOR, MAY. TELL ME...

...WILL YOU HAVE DINNER WITH ME?

ABSOLUTELY.

"THE LADY SPIDER?"

SHE WAS QUITE SPECIFIC.

WELL...

HOW CAN WE TURN DOWN THE NEEDS OF SUCH A BRAVE WOMAN?

PLEASE CONVEY TO MISS REILLY THAT OUR SERVICES ARE AT HER DISPOSAL.

THANK YOU, FATHER!

'TIS OF NO CONSEQUENCE, MY LAD. I ASSURE YOU...

THE ACTIVITIES OF THE LADY SPIDER ARE QUITE INTRIGUING TO ME.

THIS IS HOPELESS.

WE HAVE SOMEWHERE TO GO.

SERIOUSLY?

SERIOUSLY. A FRIEND'S LABORATORY.

I'VE ALREADY SET THE COORDINATES INTO THE TRANSPORT DEVICE.

OKAY. TRANSPORT BACK HOME...

...THEN WE START TRANSPORTING THE ROBOT PIECE BY PIECE.

I JUST WISH...

WISH WHAT? THAT YOU WERE MORE OF A TECHNICIAN?

THAN A BIOLOGIST RIGHT NOW? YEAH, I DO.

WELL, FORTUNATELY YOU HAVE ME.

SHALL WE?

GOD, LET THIS WORK.

MY DEAR FELLOWS... HAPPENSTANCE HAS GIVEN US A TREMENDOUS ASSET.

THE LADY SPIDER WHO THWARTED US IN OUR KIDNAPPING OF THE MAYOR?

AS OF THIS MOMENT, SHE IS IN ONE OF OSCORP'S LARGEST LABORATORIES. AND I THINK WE SHOULD PROVIDE...

"...A LITTLE VISIT."

IMPRESSIVE WORK WITH THE POWER CONDUITS.

BUT I'LL TELL YOU WHAT IT NEEDS.

WHAT?

RADIATION.

MORLUN AND HIS CREW ARE ESPECIALLY VULNERABLE TO IT. THAT WAS CONFIRMED BY OUR AUTOPSY.

IF THIS THING COULD HAVE RADIATION IN ITS ARSENAL, IT COULD BE DEVASTATING.

I KNOW IT'S 1895 HERE, BUT IS ANYONE USING THAT YET?

I'VE HEARD RUMORS. SCIENTISTS WORKING WITH STRANGE GLOWING MATERIALS THAT ARE SUPPOSEDLY POISONOUS.

IT'S ALL VERY SECRETIVE.

MIGUEL? YOU THERE?
PETER. OH, THANK GOD. WHERE ARE YOU?
EARTH-3145. YOU?
A LABORATORY ON MAY'S WORLD. THEY DESTROYED THE SAFE ZONE.
CAN YOU JOIN US HERE?
NOT JUST YET. WE'RE WORKING ON PUTTING TOGETHER A SURPRISE FOR THE INHERITORS.
SEND US YOUR COORDINATES AND WE'LL GET THERE SOON AS WE'RE READY.
EXCUSE ME. I KNOW I SHOULDN'T BE HERE, BUT...
GOOD LORD! I'VE... I'VE NEVER SEEN THE LIKE...
WHAT IS ALL THIS?
YOU'RE RIGHT. LORD OSBORN, YOU SHOULDN'T BE HERE.
MY APOLOGIES, LADY SPIDER. BUT I COULDN'T HELP--
UH... HAVE WE MET?

RAAAM

LADY SPIDER!

SOME ELIGIBLE SUITORS HAVE COME TO CALL!

WHAT IN THE--?

WE DO *NOT* HAVE TIME FOR THIS.

SO THE LADY HAS AN ASSOCIATE! HOW CHARMING TO MEET Y--

SHWIKKK

URKKKHHH!

Wh-what did you--?

I... what?

I CUT YOUR THROAT. YOU SHOULD BLEED OUT IN ABOUT TWO MINUTES.

ACTUALLY I HAVEN'T. I MISSED HIS THROAT DELIBERATELY. BUT HE SHOULD STILL BLEED A HELL OF A LOT.

NOW WE SEE WHAT WE CAN DO WITH THAT

YOU FIGHT ME? I KILL YOU. IT'S *THAT* SIMPLE.

ANYONE WHO'S GOT A PROBLEM WITH THAT CAN LEAVE RIGHT NOW!

THIS IS A PRIVATE FACILITY! GET OUT!

HAROLD!

FWOOOF

FINE! THE SIX MEN OF SINESTRY CAN PROCEED WITHOUT YOU!

MYSTERIO! YOU COWARD!

YOU KNOW "SINESTRY" ISN'T A WORD, RIGHT? JUST SO WE'RE CLEAR.

YES, IT IS!

IS NOT!

ELECTRO! NOW!

UNFFFFF!

ZWAAA

WHAAAM

WELL, WELL. IT SEEMS I ARRIVED JUST IN TIME!

HAMMER AWAY, SPIDER FREAK! MY WINDSHIELD IS IMPENETRABLE.

SO JUST HANG THERE AS I SELECT WHICH WEAPON TO UNLEASH ON--

KRAAAASH

I'M SORRY. YOU WERE SAYING?

OOOOF!

BACK AWAY! I'M WARNING YOU!

ONE SIDE, OCTOPUS! YOU'RE TAKING TOO LONG!

ZWAAAAAAKK

UNNFFFF!

WOULD YOU LIKE TO DO THE HONORS, ELECTRO?

I WOULD LOVE TO!

THE GOBLIN'S RUN OFF!

GOD RIDDANCE. HE WAS AN IDIOT.

NOW, LADY SPIDER, IT'S TIME TO--

WHAAM

UNHHH...

WHAT IS HAPPENING?! WHERE DID THAT COME FR--

OOOO-FF!

GET UP, VULTURE! DON'T JUST LIE THERE!

I ORDER YOU TO--

BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA

I'M SORRY. WERE YOU SAYING SOMETHING?

WUMF

STATUS?

GOBLIN HAS ESCAPED AND DOCTOR OCTOPUS IS OUT COLD. ELECTRO AND VULTURE ARE DOWN. KRAVEN?

WEBBED UP.

LET'S MAKE SURE THIS GUY IS DOWN FOR THE--

THE SHOCK--?

LEAD! I NEED A LEAD CONTAINER, RIGHT NOW.

WHY?

TRUST ME.

I'LL SAY THIS FOR THE SIX: THEIR TECHNOLOGY WAS FIRST RATE.

ONCE WE DISASSEMBLED IT ALL, THERE WAS A TON OF STUFF FOR MAY TO WORK WITH TO REBUILD THE ROBOT.

ESPECIALLY DOC'S RADIOACTIVE POWER CENTER TO HIS ARMS.

HE DIDN'T HAVE IT PROPERLY LINED AT ALL. ANOTHER YEAR OR SO AND HE'D HAVE BEEN DEAD OF CANCER.

WE WON'T BE MAKING THAT MISTAKE

WHAT DO YOU THINK?

I THINK WE'RE READY TO TRY IT.

WHERE'S LORD OSBORN? I KNOW HE REGAINED CONSCIOUSNESS.

TOOK OFF. GUESS HE LOST INTEREST IN WHAT WE WERE UP TO WHEN HIS LIFE WAS THREATENED.

"BE NICE, MIGUEL. HE'S DOING HIS BEST."

FATHER! FATHER, WE WERE INVADED!

GO AWAY, HAROLD.

NO! WE NEED TO TALK NOW!

OPEN UP! I SAID--

OPEN U--!

OH MY GOD.

WELL. IT SEEMS WE HAVE A PROBLEM.

BLAM

I WONDER WHERE HAROLD WILL TAKE ME TO DINNER.

YOU'LL HAVE PLENTY OF TIME TO FIND OUT ONCE WE'RE BACK FROM LOOM WORLD AND HAVE *FINISHED THIS!*

AMAZING SPIDER-MAN #14
"SPIDER-VERSE PART SIX: WEB WARRIORS"

The Streets of Loomworld.
EARTH-001.

HEADS UP. WE'VE GOT COMPANY.
AND ABOUT TIME.
YOU SEEING THIS?
A GOBLIN ARMY! AND GWEN'S IN THE MIDDLE OF IT!
LEFT FLANK, TAKE OUT THE ONES IN THE AIR.
MAYDAY! UNCLE BEN! GET GWEN OUT OF THERE.
OF *ALL* THE BAD GUYS ON ALL THE WORLDS, VERNA THROWS *GOBLINS* AT US? GWEN, YOU OKAY?
IS THAT WHAT THESE UGLY THINGS ARE?
JUST...BE CAREFUL AGAINST THEM, OKAY?
OSBORN'S *MINE!*
NO! DON'T YOU *DARE*, PARKER!
I CAN SAVE *MYSELF!*
EVERYBODY, HOLD. IF STACY SAYS SHE'S GOT THIS...
...SHE'S GOT THIS.
KRAKK
NICE. BUT WE GOTTA GO. WHILE GWEN AND I WERE DISTRACTED BY VERNA'S PETS...
...THE INHERITORS MADE OFF WITH *SILK*. SAID THEY WERE TAKING HER TO THE GREAT HALL. FOLLOW ME. I KNOW THE WAY.
THANKS FOR TRUSTING ME ON THAT.
NO. THANK *YOU* FOR SHOWING ME THAT TODAY, *ANYTHING'S* POSSIBLE.
ENOUGH! FOCUS! THE INHERITORS HAVE MY BROTHER...
...*AND* SILK...

"...IF THEY ALSO HAVE *KAINE*, WE MIGHT ALREADY BE TOO LATE!

"DON'T YOU ALL UNDERSTAND? THEY COULD BE PERFORMING THAT SICK RITUAL *RIGHT NOW!*"

YOU MEAN TO TELL ME *THAT* CREATURE WAS KAINE?

KAINE. THE SCARLET SPIDER. THE OTHER.

WHATEVER YOU WANT TO CALL THE WRETCHED BEAST...

...BEFORE MORLUN COULD DISPATCH IT...

...IT *KILLED* FATHER. BY ALL THE OLD GODS, WHAT DO WE DO *NOW?*

WHAT FATHER WOULD HAVE WANTED.

WE COMPLETE THE PROPHECY, WE PROTECT OUR KINGDOM, AND PUT AN END TO *ALL SPIDERS.*

THE PROPHECY-- THIS RITUAL--ALL THAT THE MASTER WEAVER HAS TOLD US IS *MEANINGLESS.*

HE SAID I WOULDN'T OUTLIVE THE MIGHTY SOLUS. BUT OUR FATHER IS *DEAD.*

NOT SO, DAEMOS. HERE.

THIS IS SOLUS.

WHAT DO YOU MEAN?

HIS THOUGHTS, HIS ESSENCE, ALL THAT MAKES FATHER WHO HE IS...

...IS STORED ON THIS CRYSTAL. BUT WITH MY CLONING FACTORY DESTROYED, THERE IS NO VESSEL TO PLACE IT IN.

THE PROPHECY STANDS.

GIVE IT HERE, JENNIX. I WILL HOLD ON TO IT FOR SAFEKEEPING.

YOU ARE SENTIMENTAL FOOLS. WE SHALL REBUILD. FATHER SHALL RISE AGAIN.

BUT THE SPIDERS SHALL NOT.

AS IT WAS FORETOLD...

...WITH THIS FIRST CUT, THE BLOOD OF *THE OTHER* STAINS THE GREAT WEB.

ACROSS ALL TIME AND SPACE, ITS LEGACY IS NO MORE. IT SHALL FIND NO NEW HOSTS.

THE GREAT TOTEM WILL INHABIT NO LIVING THING. ITS AGE IS OVER.

THE SPIDERS CAN FEEL IT IN THEIR BLOOD. THE STRANDS OF THE WEB PULL AT THEM.

THEY ARE COMING FOR YOU, MORLUN. ALL OF THEM.

THERE ARE STILL TWO MORE OFFERINGS TO MAKE.

DAEMOS, STAY BY MY SIDE.

BROTHERS. SISTERS. TO THE GATES!

"HOLD THEM. CRUSH THEM. KILL THEM.

"I AM *NOT* TO BE DISTURBED."

HERE THEY ARE NOW! WHAT SPORT THIS SHALL BE!

DON'T BE CLEVER, CHILDREN. THERE IS NO TIME FOR SKILL OR CRAFT.

YOU ARE *NOT* TO PLAY WITH THEM. THE HUNT IS *OVER*.

THIS IS *EXTERMINATION*, PLAIN AND SIMPLE.

AND NO FUN AT ALL.

THE THINGS WE DO FOR FAMILY.

FOUR INHERITORS. GUYS, I KNOW THIS LOOKS BAD.

WE HAVEN'T FACED ODDS LIKE THIS BEFORE, BUT HERE'S THE THING--

--WE DON'T HAVE TO! *MILES*, LOCK IN ON THIS POSITION! YOU READY?

JUST GIVE THE WORD, PETE!

NOW!

WEB WARRIORS!

ON ME!

JESS! REMEMBER HOW THIS ALL STARTED?

YEAH. CRAZY VAMPIRE LADY CAME OUT OF NOWHERE AND TOLD US TO RUN!

SAID WE HAD A BETTER CHANCE IF WE SPLIT UP.

NO WAY. WE'RE GONNA *WIN* THIS BY STICKING TOGETHER. THAT'S THE LESSON HERE...

...NEVER LISTEN TO ADULTS.

ADULTS ARE STUPID.

C'MON. THEY'VE GOT THIS.

REALLY? YOU'RE PUTTING YOUR FAITH IN *THESE* MISFITS?

YEAH. HAVEN'T YOU FIGURED IT OUT YET? WE'RE SPIDER-MEN. WE'RE *ALL* MISFITS.

WAIT. OVER THERE...IS THAT... *KAINE'S?!*

DAMN IT!

THAT'S IT! *NO MORE!* I SWEAR WE ARE NOT LOSING ONE MORE MAN TODAY.

OR WOMAN.

OR WOMAN.

OR PIG.

SHUT UP.

THE BRIDE. THE SPINNER AT THE CENTER OF THE WEB.

SECOND BITTEN. THE UNSEEN SILKEN THREAD...

...PULLING ON THE HAND OF FATE.

N-NOTHING YOU'RE SAYING M-MAKES ANY SENSE.

IT--IT'S ALL JUST *BLAH BLAH BLAH*...

THE OLD MAN NEVER TOLD YOU WHO YOU ***REALLY*** ARE, DID HE, SILK?

A PITY. NOW YOU'LL DIE, NEVER KNOWING.

THE SECOND CUT.

AHH!

AND AS YOUR BLOOD FLOWS THROUGH THESE SKEINS...

...NO SPIDER TOTEM SHALL APPEAR BY CHANCE.

CURSES, MAGIC, AND UNWANTED LUCK...

...MIDWIVES TO ALL-NEW SPIDERS NOW SCURRY, HIDE, AND ARE SEEN NO MORE.

THE WEB IS UNTANGLED. ITS END DRAWS NEAR.

THE SCION.

GRGLE

THE YOUNGEST SPIDER IN ALL CREATION.

WITH THIS CUT, THE ACT IS DONE. NO NEW TOTEM SHALL ARISE. NO MORE SPIDERS WILL BE BORN.

NO NEW AGE CAN BEGIN.

THWIP

NOT NOW!

PROCEED, BROTHER. USE YOUR HANDS. YOUR TEETH IF YOU MUST.

I SHALL DISPOSE OF THESE VILE LITTLE BUGS.

VILE?! *WE'RE* VILE? YOU WERE ABOUT TO CUT OPEN A *BABY!*

KNOW WHAT, GREAT HUNTERS? SPIDER SEASON IS *OVER!* IT'S DIRTBAG SEASON!

GET 'EM!

AGREED! DAEMOS IS *MINE!*

I'VE GOT *MORLUN!*

DON'T THINK I HAVEN'T NOTICED. YOU'VE BEEN DUCKING ME THE ENTIRE TIME!

I GET IT. YOU'RE SCARED. I'VE TAKEN YOU OUT *TWICE* AND YOU *KNOW* I'LL DO IT AGAIN!

I'VE FEASTED ON A THOUSAND PETER PARKERS AND YOU WILL DIE LIKE THEY ALL DID.

I'M YOURS? YOU STRAGGLY LITTLE PIECE OF MEAT! I WILL SUP ON YOUR BONES FOR THAT!

WHAT ARROGANCE! *NO ONE* LAYS CLAIM TO DAEMOS THE DEVOURER!

WRONG! I DO! YOU *KILLED MY PARENTS!*

EVERYONE I'VE EVER LOVED! I SWEAR I WILL SEE YOU *DEAD!*

YOU HAVE *NO* IDEA, PARKER, HOW ADEPT I'VE GOTTEN AT *KILLING YOU!*

GOOD POINT. COULD USE A LITTLE HELP HERE!

UNCLE BEN?!

I--I WISH I COULD STAY AND HELP YOU.

THIS WEB...

...IT HAS PORTALS AWAY FROM HERE. I HAVE TO--

FWASH

LOOK AT HOW THEY KEEP SCURRYING OUT OF THESE INFERNAL HOLES.

HOW MANY OF THESE FILTHY, DISGUSTING BUGS ARE THERE?

IT MATTERS NOT, DEAR SISTER. WE INHERITORS FAR OVERPOWER ANY NUMBER OF TOTEMS THEY CAN THROW AT US.

FWASHHHH

HOME. AFTER ALL THESE CENTURIES...

...I AM FINALLY *HOME.*

KARN!

IT SEEMS THAT WITH MORLUN IN CHARGE...

...OUR BROTHER'S EXILE HAS BEEN PUT TO AN END.

HA. WITH HIM ON OUR SIDE, THIS DAY IS AS GOOD AS WON.

ON *YOUR* SIDE, BROTHER?

FOR EONS THIS FAMILY HAS SPURNED ME. SHUNNED ME. BROUGHT ME NOTHING BUT *PAIN.*

I RENOUNCE MY INHERITANCE!

FROM THIS DAY FORTH...

...I FIGHT ON THE SIDE OF THE *RIGHTEOUS!*

AND THAT'D BE US.

YOU HEARD METAL-HEAD! *FIGHT THE POWER!*

FREE THIS WORLD!

FREE *EVERY* WORLD!

WELL SAID!

"THIS IS ALL GOING HORRIBLY WRONG..."

WHY?! WHAT IS IT? WHAT AM I MISSING?!

DIDN'T WANT TO BE THE ONE TO TELL YOU, BUT NOBODY'S WEARING CRAVATS ANYMORE.

AND DON'T GET ME STARTED ON THE CRUSHED VELVET JACK-- UNHH.

STOP TRYING TO DISTRACT ME--

YOU-- YOU'VE ALREADY LOST.

C-CAN'T YOU SENSE IT? THE RITUAL STOPPED.

THE W-WEB IS HEALING.

IMPOSSIBLE! I HAVE EVERYTHING THAT IS REQUIRED!

YOUR BLOOD. THE BLOOD OF THE OTHER...

...AND SOON THE SWEET, SANGUINE BLOOD OF THIS SWADDLED INFANT--

THWAK

WHAT IS THIS?!

SOMEBODY SMALL, PINK, CHUBBY...

...AND PACKIN' A MEAN LEFT HOOF.

BUT HOW?!

EASY. WHEN YOU WEREN'T LOOKING...

"...ME AND THE OLD TIMER PULLED THE OL' SWITCHEROO.

"AND THE LITTLE PIGGY YOU'RE AFTER...

"...WENT *WEE WEE WEE* ALL THE WAY HOME."

FACE IT, PAL, YOU JUST GOT *HAMBOOZLED!*

DAMN YOU!

HOW CAN THIS BE HAPPENING?! HOW CAN EVERYTHING BE UNRAVELING SO FAST?

BECAUSE EVERYTHING IS GOING ACCORDING TO *MY* PLAN.

NO! YOU'RE A BUG. A SPECK. NOTHING SPECIAL!

I HAVE SEEN INTO YOUR SOUL AND YOU ARE LITTLE MORE THAN A MINOR IRRITANT!

LOOK AGAIN. I'M AN *EXCEPTIONAL* IRRITANT. NOW LET'S *DO* THIS! I'M ON A ROLL!

MIGUEL, YOU READY?

ONE OR TWO MORE ADJUSTMENTS--

FORGET 'EM. COME IN WITH WHATEVER YOU'VE GOT. TIME TO BRING OUT THE *BIG GUNS!*

SOMEONE, PLEASE STOP HIM. THIS REALLY HURTS.

WHAT A FUN, LITTLE PLAYTHING YOU HAVE, CHILD.

I'D LOVE TO OPEN IT UP AND SEE HOW IT--

FWASH

SORRY WE'RE LATE. HAD TO PATCH THIS GUY UP WITH SOME FUTURE TECH.

AND SOME STEAM-POWER, SIR.

UNFFF

KRAKOOM

<LEOPARDON! YOU HAVE RETURNED!>

<I KNEW YOU WERE INVINCIBLE!>

TRANSLATED FROM JAPANESE! - NICK

WHAT'S *THIS*, DAEMOS?

DOESN'T TAKE SPIDER-SENSE TO TELL IT'S IMPORTANT.

LET GO OF THAT CRYSTAL, GIRL! BEFORE YOU BREAK IT!

BETTER SPEAK FAST THEN. PROPORTIONAL STRENGTH OF A SPIDER. BET I CAN SNAP THIS IN TWO.

DON'T! IT HOLDS THE LIFE FORCE OF LORD SOLUS--

YOUR FATHER.

YOU'RE SAYING I HOLD *YOUR* FATHER'S LIFE...

...IN *MY* HANDS?!

KRKKK

YOU THINK YOURSELF SO CLEVER, SPIDER.

WELL, OUT OF THE TWO OF US...

...*I'M* NOT THE ONE WHO GOT FAKED OUT BY A PIG IN A BLANKET.

YOUR PRECIOUS PARLOR TRICKS MEAN *NOTHING!* I *KNOW* WHERE YOU'VE TAKEN THE CHILD.

THE SCION *SHALL* BE RECLAIMED. ALL YOU HAVE DONE IS DELAY THE INEVITABLE!

SHKTT

VERY WELL. ONCE AGAIN IT FALLS TO ME TO FIND A *SUPERIOR* SOLUTION.

ONE THAT THE *REST* OF YOU WERE TOO BLIND TO SEE.

BLIND...OR *GUTLESS.*

ARHHH-

THE OTHER. THE SCION. THE BRIDE. THAT'S ALL ANY OF YOU INHERITORS COULD TALK ABOUT.

WELL, WHATEVER THIS BACKWARDS RITUAL OF YOURS IS--

--TRY PERFORMING IT WITHOUT YOUR "*MASTER WEAVER.*"

THAT WAS THE WEAVER OF--OF-- OF--

--THE WEB OF LIFE AND DESTINY.

OTTO...

YOU MADMAN! DO YOU KNOW WHAT YOU'VE ***DONE?!***

ALL OF HISTORY! OUR FUTURE! THE NATURE OF ***REALITY*** ITSELF!

THAT WASN'T PART OF THE PLAN. THAT WAS ***NEVER*** AN OPTION!

WE'RE HEROES, DAMN IT. AND HEROES DON'T KILL.

I--

I AM MAYDAY PARKER. DAUGHTER OF SPIDER-MAN.

AND I WON'T DO IT. I WON'T SEEK VENGEANCE. ONLY JUSTICE.

THANK YOU.

I'M NOT DOING IT FOR YOU.

WRARRR!

YOU'VE COST ME MY KINGDOM! MY UNIVERSE! MY *DESTINY!* BUT KNOW *THIS*--

AKK--

--I SHALL HAVE MY *REVENGE!*

SWAKK

HE'S KILLING HIM! WE HAVE TO-- *UNHH!*

SQUEE!

WAIT. HE WANTS US TO HOLD BACK.

BUT WE CAN'T JUST SIT HERE AND--

TRUST HIM!

COME, OLD FOE! YOUR *FINAL* WORDS!

BEG FOR YOUR LIFE! SAY SOMETHING!

GO TO HELL.

A PORTAL?

WHERE?! WHERE ARE WE GOING?

Earth-3145.

AGHH!

R-RADIATION.

GNHH...

KILLING *BOTH* OF US.

B-BUT YOU SAID YOU'D NEVER--

SHELTER. NEARBY. FOLLOW THE WEBS.

IT'LL KEEP YOU ALIVE. BARELY.

YOU WANNA LIVE? RUN, MORLUN. *RUN FOR YOUR LIFE!*

I WISH I COULD, TOO. BUT I'M TOO DRAINED. THIS IS IT.

STILL, MUST BE WORSE WAYS TO GO THAN SAVING EVERY *OTHER* SPIDER.

HMM.

WHATTYA KNOW. LIFELINE.

CINDY? ALL THE M-MULTIVERSES TO PICK FROM...

...THAT WAS FAST.

BIT BY THE SAME SPIDER, PETER.

WE'RE CONNECTED.

N-NOT FAIR...IT'S NOT...

I ALWAYS KNOW WHERE YOU ARE.

LATER...

AFTER ALL THESE BIT-HEADS PUT US THROUGH, CAN'T BELIEVE WE'RE LETTING THEM WALK AWAY.

BROTHER, NO!

THAT'S WHAT MAKES US THE GOOD GUYS, O'HARA.

WE'RE FAMILY!

HM. NEVER SAW THE RESEMBLANCE.

IN WITH YOU, YOU CUMBERSOME OAF!

I HAVE TORMENTED YOU, *FEASTED* ON YOUR KIND, AND YET YOU'VE SHOWN ME MERCY.

I AM GRATEFUL, BUT I STILL DON'T UNDERSTAND. PLEASE, SAY SOMETHING.

ONLY ONE THING TO SAY TO YOU, DAEMOS...

FETCH!

FATHER!

HOLD ON! I'M--

FWASH

MAY, DON'T KNOW IF IT MEANS ANYTHING, BUT...

...IF YOUR POP WAS ANYTHING LIKE ME, HE'D BE PROUD A' YOU RIGHT NOW.

THANKS, HAM.

GUESS THAT'S IT.

NOT QUITE. 'CAUSE WITH THAT WEB, WAY I VID IT, WE CAN *ALL* GO HOME. TO OUR *PROPER* TIMES.

HMM.

OF COURSE. BUT LET'S TAKE A MOMENT, SHALL WE?

DRAINED SOME LIFE FORCE AWAY, DIDN'T HE?

YEP.

ME TOO. YOUR PHEROMONES ARE STILL--UM... WORKING ON ME.

SAME HERE.

AND YOU'RE OKAY WITH JUST HOLDING HANDS?

CINDY, HONEY, IT'S BEEN A REALLY LONG DAY.

AMAZING SPIDER-MAN #15
"SPIDER-VERSE EPILOGUE"

LOOMWORLD, EARTH-001

THE WAR'S OVER. AND THOUGH THE COST WAS GREAT WE *SURVIVED*. NO. SCRATCH THAT. WE WON!

EVERY SPIDER-MAN EVER. WE ALL PULLED TOGETHER AND WEBBED, PUNCHED AND WALL-CRAWLED OUR WAY TO VICTORY.

NOW ALL THAT'S LEFT...

PORTAL TO EARTH-982 IS READY AND WAITING. GODSPEED, MS. PARKER.

...ARE GOODBYES AND GOING HOME.

I GOTTA GO. I JUST WANTED TO--

WHAT I SAID A WHILE BACK, ABOUT YOU NOT BEING MY FATHER. OR THE *REAL* SPIDER-MAN...

MAY, STOP. NO ONE HERE WAS PUT THROUGH THE WRINGER MORE THAN YOU.

AND IN THE END, YOU DIDN'T LET IT BREAK YOU. YOU STAYED TRUE TO EVERYTHING THAT MAKES YOU... WELL...

...ONE OF THE MOST *SPECTACULAR* PEOPLE I'LL EVER KNOW.

NOW GET THROUGH THERE. GO HOME...

"...YOUR BROTHER'S WAITING FOR YOU."

BENJY?

HE'S SAFE, MAYDAY.

YOU. THE *OTHER* BEN PARKER.

YOU BROUGHT MY LITTLE BROTHER BACK HERE. WHERE IS HE?

AT THE NEIGHBORS. THERE WERE A COUPLE PEOPLE THERE...

...WHO JUST REFUSED TO LET GO OF THE LITTLE SCAMP.

EVERYBODY, SHE'S HOME!

MOM! WES!
MAY!
YOU'RE ALIVE?! HOW?!
IT WAS ALL YOUR MOM. SHE PULLED ME OUT THE BACK BEFORE THE HOUSE CAVED IN.
IT'S LIKE A MIRACLE! LIKE MAGIC! IS THERE SOME WAY...
...ANY WAY DAD COULD STILL BE--
I'M SORRY, BABY. HE'S GONE. BUT EVERYTHING HE DID WAS TO KEEP OUR FAMILY SAFE.
KNOWING YOU AND BENJY ARE STILL HERE WITH ME, WOULD BE ALL THAT MATTERED TO HIM.
THAT. AND ONE MORE THING. BEN, CAN YOU HOLD THE BABY FOR A MOMENT?
OF COURSE. Y'KNOW, I LOST MY PETE AS WELL. MY WORLD TOO. I...
...IF IT'S ALL RIGHT WITH YOU, I'D LIKE TO STAY. AND BE SOMETHING NO BEN PARKER HAS EVER BEEN...
...A GRANDFATHER.
I'D...LIKE THAT, UNCLE BEN. VERY MUCH.
HERE IT IS. ONE OF THE ONLY THINGS TO SURVIVE FROM THE FIRE.
P.P.
IT WAS YOUR FATHER'S. AND I'D KNOW HE'D WANT YOU TO HAVE IT.
MY NAME IS MAY "MAYDAY" PARKER.
I'M THE DAUGHTER OF SPIDER-MAN--
--AND TODAY MY STORY BEGINS ANEW. I'M NOT A GIRL ANYMORE. FROM THIS MOMENT ON...I AM SPIDER-WOMAN.

LATER, SAPIENS. TIME I HOOFED IT.

FAREWELL, EVERYONE. THAT WAS QUITE THE ADVENTURE!

GOTTA AGREE. IT WAS ONE GREAT BIG BANG-UP!

MORALES, I'M OUT. BUT HEY, IF YOU GUYS EVER WANT TO DO THIS ALL OVER AGAIN...

...WE SHOULD TRY IT IN *MY* DIMENSION.

WAIT. ARE YOU SERIOUS?

AM I EVER?

C'MON, MILES. EARTH-1610. THIS'S US.

AW, MAN. KINDA BUMMED I DIDN'T GET TO HANG OUT WITH YOU MORE THIS TIME.

DON'T WORRY, MILES. I'M SURE WE'LL SEE EACH OTHER AGAIN.

SORRY ABOUT THE INCONVENIENCE, MR. BROWN. SHOULD HAVE YOU HOME IN NO TIME AT--

YEAH? WHATEVER. JUST DO YOURSELF A FAVOR, LIMEY.

KEEP AN EYE ON METAL-HEAD OVER THERE. AND REMEMBER...

...BEFORE HE SWITCHED SIDES, HE KILLED A *LOT* OF SPIDER-MEN. LIKE A @#$%-LOAD OF 'EM.

ALMOST EVERYONE. GUESS THIS IS IT, O'HARA.

LOOKS LIKE WE'RE FINALLY GETTING YOU BACK TO THE RIGHT YEAR.

ABOUT SHOCKIN' TIME, RIGHT?

AHH!

SPIDER-SENSE!

K-KARN! IF THIS IS YOUR DOING--

IT'S NOT ME. I SWEAR. FOR ALL OF YOU TO BE EXPERIENCING SOMETHING THIS SEISMIC--

IT'S THE GREAT WEB! SOMEONE'S TAMPERING WITH IT!

WAIT...

SHHP

"...WHERE'S OTTO?!"

SUPERIOR! WHAT ARE YOU *DOING?!*

CEASE THAT AT ONCE, TOTEM! YOU ARE DESTROYING THE *FABRIC OF REALITY!*

THE TAPESTRY OF THE ENTIRE *MULTIVERSE!* ARE YOU *MAD?!*

DOLT! I *KNOW* WHAT MY *"DESTINY"* IS SUPPOSED TO BE.

AND I *REJECT* WHAT FATE HAS IN STORE...

...FOR THE MAN *YOU* CLEARLY *KNOW* AS *OTTO OCTAVIUS!*

YOU FIGURED IT OUT? *HOW?*

HOW? I HAVE THE SUPERIOR *INTELLECT!* THE SUPERIOR *WILL!* AND *NO ONE* WILL DECIDE *MY FUTURE!*

SHHP

SHHP

NO ONE BUT ME!

EARTH-616
THE COLUMBIA UNIVERSITY MEDICAL CENTER.
DOCTOR! COME QUICK!
THE JANE DOE IN THE COMA WARD! SHE'S COMING OUT OF IT!
GRMMMMPH
Julia Carpenter
FORMER SPIDER-WOMAN. CURRENT MADAME WEB.
THE GREAT WEB OF LIFE AND DESTINY!
EVERY STRAND IS BEING SEVERED! I SEE--I SEE--
NOTHING.
WE COULD ALL BLINK OUT OF EXISTENCE AT *ANY* TIME. WHOLE WORLDS!
ALL RIGHT, CHAPS, LISTEN UP...
TRAVELING *ALONG* THE GREAT WEB IS HOW WE JUMP THROUGH SPACE AND TIME.
WE ARE LOSING PORTALS-- *FAST!*
GWEN! MIGUEL! GET OUTTA HERE.
ARE YOU SURE?
THE REST OF US ARE FROM ONE POINT IN 616. WE CAN TAKE DOWN SUPERIOR AND TAKE THE LAST TRAIN OUT.
BUT PARKER--
NO "*BUTS.*" YOU'VE BEEN CUT OFF FROM YOUR HOME FOR TOO LONG!
THIS MIGHT BE YOUR *LAST* CHANCE TO GET BACK! *GO!*

THE REST OF THE 616'ERS WILL DO *WHAT* NOW?

YOU'RE GETTING REALLY COMFORTABLE WITH ORDERING US AROUND. YOU KNOW THAT, RIGHT?

YUP. NEW ME.

UGH. BUT FEELING LIKE AN *OLD* ME.

THAT LAST FIGHT WITH MORLUN RIPPED OUT SOME OF MY ACTUAL *LIFE FORCE*. THIS IS *NOT* ME AT MY BEST.

EARTH-616 CIRCA 2099 AND EARTH-65, BEFORE BAND PRACTICE. OFF YOU POP.

I HATE THIS.

I KNOW. I WANT TO HELP TOO.

WELL...YEAH. BUT I *REALLY* HATE NOT KNOWING HOW THE STORY ENDS.

OH *THAT*. THINK I CAN HELP. I WAS *THERE*...

...BACK IN THE PAST, FOR THE *FALL* OF THE SUPERIOR SPIDER-MAN. HE WENT TO THE FUTURE. HE CAME BACK. HE LOST. THE GOOD GUYS WON.

THE END?

THE END.

THANKS.

ANY TIME.

JESS!

GNUH!

FOOLS! ALL OF YOU! CAN'T YOU SEE? IF THIS IS SOME PREDETERMINED MAP OF OUR LIVES...

...I'M GIVING YOU THE GREATEST GIFT OF ALL! FREE WILL!

BUT I WANTED A PONY.

YOU WON'T DISTRACT ME!

WAIT! THIS'S MORLUN'S KNIFE. IT'S GOT WRITING ON IT, LIKE THE SCROLLS.

I THINK I CAN--

HERE, CHILD! LET ME GIVE YOU A CLOSER LOOK!

COULD YOU *BE* ANY CREEPIER?!

MMF! COWARD!

BACK OFF, OCK!

KRAKK

THIS THE ONLY WAY YOU CAN *BEST* ME? BY *OUTNUMBERING* ME?!

SAYS THE FOUNDER OF THE SINISTER SIX.

...

TOUCHÉ.

KNOW WHAT? I'LL *TAKE* THAT CLOSER LOOK!

THANKS!

RELEASE ME!

IT'S IN THE LANGUAGE OF THE TOTEMS...

"THERE SHALL ALWAYS BE A MASTER WEAVER, SPINNING AT THE CENTER OF THE WEB."

THAT'S WHAT THE INHERITORS KEPT CALLING ME.

THE SPINNER AT THE CENTER OF THE--

MAYBE *I* COULD TAKE THE WEAVER'S PLACE? *FIX* THE GREAT WEB?

MAYBE THAT'S *MY* DESTINY?

YOU THINK ME THE VILLAIN HERE.

BUT YOU HAVE *NO IDEA!* I *MUST* CHANGE THIS OUTCOME! AT *ANY COST!*

DON'T YOU UNDERSTAND? MY *WORLD* NEEDS ME! I WAS ITS *BEST* SPIDER-MAN!

RIGHT. DON'T TELL ME. YOU READ THAT ON BUZZFEED.

LET GO!

CHOP

THWIP

GOT IT!

NOW TO SEE WHAT THIS SAYS...

...ON BOTH SIDES.

SILK! HOLD UP. YOU *CAN* TAKE HIS PLACE...

...BUT YOU MIGHT NOT *WANT* TO. IT'S A *LIFETIME* POSITION.

"ONLY DEATH CAN RELEASE THE WEAVER FROM THEIR SACRED TASK."

I--I WAS TRAPPED FOR HALF MY LIFE IN ONE ROOM. THIS IS THE LAST THING I'D EVER CHOOSE...

...BUT IF THERE'S NO OTHER OPTION...

THEN THINK HARD, SPIDER.

I WAS CAST OUT BY MY FAMILY FOR CENTURIES...

...LOCKED AWAY INSIDE THIS MASK AS PART OF MY SHAME.

I WOULD NOT WISH SUCH A THING ON ANOTHER.

HYPOCRITES! YOU CLAIM TO FIGHT FOR LIFE! FOR FREEDOM!

BUT YOU WISH TO LOCK *ME* ON AN INESCAPABLE PATH--

--OF *TIME*. ON A FIXED SET OF DATES THAT WILL LEAD TO MY *DEMISE!*

YEAH. THAT *IS* THE PLAN, OTTO.

BUT IT'S YOUR BED. YOU MADE IT. AND YOU'RE GONNA LIE IN IT.

I'VE DECIDED. I'M GONNA DO IT. I'LL PUT ON HIS GEAR, GET IN HIS MACHINE, AND...

HMM. PART OF ME THOUGHT, IF WE UNMASKED HIM, THE WEAVER'D BE SOMEONE WE KNEW...

...BUT I'VE NEVER SEEN THAT FACE BEFORE.

I HAVE.

WHAT? HOW IS THAT POSSIBLE? IT'S YOU! HE'S SOME OLD VERSION OF *YOU.*

TSSSSSSSS

ENOUGH!

NO MORE SURROGATES!

JUST YOU AND ME, PARKER! AS IT WAS ALWAYS MEANT TO BE!

FTAM!

WE'LL FINALLY SEE WHO'S THE GREATER HERO!

NO CONTEST, OTTO.

A REAL HERO WOULDN'T HAVE THREATENED ANYA. OR RISKED THE FATE OF THE UNIVERSE TO SAVE HIS OWN SKIN.

THE GREATEST HEROES PUT *OTHERS* IN FRONT OF THEMSELVES. ONE DAY YOU *WILL* UNDERSTAND THAT.

ON THE DAY *YOU* SACRIFICE *EVERYTHING*.

THE DAY *YOU* GIVE UP THAT BODY.

THE DAY YOU FINALLY ACCEPT THAT I AM **THE SUPERIOR SPIDER-MAN!**

KRAK

NO-- UGH!

THERE IS NO ESCAPING THIS. LOOK.

I FORGED THIS WEAPON AS A CHILD. AND YET--

--THERE IS A PLACE FOR IT, IN THIS MECHANISM.

OPENING IT, AS IF IT WERE A KEY TO ITS LOCK.

BUT HOW CAN YOU BE IN TWO PLACES AT ONCE?

TIME IS NOT STRUCTURED THAT WAY HERE. THOSE TWO SPIDER-MEN MORE THAN PROVE IT.

BUT ONLY A SPIDER SHOULD BE ABLE TO SPIN THIS WEB--

I HAVE CONSUMED ENOUGH TOTEMS. THEIR ESSENCES FLOW INSIDE ME.

PERHAPS THIS SHALL BE MY PENANCE. AND HOPEFULLY MY SALVATION.

ACCEPT IT, OCTAVIUS! MORE THAN *ANY* FIGHT WE'VE EVER HAD...

...THIS IS THE ONE YOU *JUST CAN'T WIN!*

SO STAY DOWN!

I YIELD! *STOP!* PLEASE! I YIELD!

NOW, ANNA, AS WE DISCUSSED.

ENTERING SLEEP MODE FOR 100 DAYS AND COUNTING.

KARN, CAN YOU REPAIR IT?

IN TIME. BUT FOR NOW, ALL SPIDERS' CONNECTION TO THE GREAT WEB WILL BE DIMINISHED.

AS WILL YOUR ABILITIES TO SEE ALONG ITS THREADS, TO SENSE FUTURE HAZARDS.

YOU MEAN OUR SPIDER-SENSE?

WHAT ABOUT THE PORTALS, CAN YOU GET US HOME? *ALL* OF US.

YES. BUT FIRST, THE SO-CALLED SUPERIOR SPIDER-MAN MUST RETURN TO HIS PROPER PLACE--IN THE PAST.

MY "PROPER PLACE." SO FORMAL. WHEN WHAT YOU ARE ACTUALLY DOING...

...IS SENDING ME SOMEWHERE I AM DESTINED TO *DIE. ADMIT IT!*

TRUE. IF IT IS ANY CONSOLATION, CROSSING YOUR OWN TIMESTREAM WILL MOST LIKELY ADDLE YOUR BRAIN.

YOU'LL SOON FORGET ALL OF THIS.

I SWEAR I'LL *NEVER* FORGET THE MAN WHO IS SENDING ME TO MY OWN EXECUTION!

I SHALL HAVE MY *REVENGE!*

FOOL. YOU ALREADY HAVE. WHEN YOU KILLED MY OLDER SELF.

SO LONG, OCTAVIUS. TILL WE MEET AGAIN. TANGLED LOOPS ON THE WEB OF LIFE.

GOD, I HATE TIME-TRAVEL. KNOW WHAT? WE'RE DONE HERE.

NO! THIS CAN'T BE THE END! NOT FOR A MAN OF MY GENIUS! YOU'LL SEE--

EXIT

EARTH-616.

AT THE FORMER SITE OF HORIZON LABS. MONTHS AGO.

THE ENERGY FROM THE CHRONOTON IMPLOSION IS FADING.

BUT THERE'S A *LIFE SIGN* IN THERE. IT'S GOTTA BE HIM!

IF WE CAN REVERSE THE POLARITY OF THE NEUTRON FLOW, WE SHOULD BE ABLE TO...*

*DEJA VU? SEE SUPERIOR SPIDER-MAN #19 - NICK

--I'LL FIND A WAY! YOU HAVEN'T HEARD THE LAST OF DOCTOR-- WHAT?

WHERE AM I?

DUDE! WE DID IT, SPIDEY! YOU'RE BACK.

SO? WHERE'D YOU GO, MAN?

I--I DON'T KNOW.

WHILE WEAVING AND REPAIRING THE GREAT WEB IS STILL NEW TO ME...

...I BELIEVE I'VE STABILIZED THE EARTH-616 STRANDS. YOUR PAST IS SECURE.

SOON, I SHALL RETURN YOU TO YOUR PRESENT. BUT FIRST...

...I'M AFRAID I HAVE DISTRESSING NEWS...FOR *SPIDER-UK.*

ALL RIGHT. OUT WITH IT.

FORGIVE ME, BILLY BRADDOCK, BUT I *CAN'T* SEND YOU HOME.

WHY ON EARTH NOT?

YOUR DIMENSION, EARTH-833, IT'S *GONE.*

THERE'S NOTHING THERE. I CAN'T EXPLAIN IT.

...

I CAN. THE INCURSIONS.

COSMIC PHENOMENA THAT'VE BEEN WIPING OUT *WHOLE REALITIES.*

THE CAPTAIN BRITAIN CORPS WERE INVESTIGATING THEM. I--I SHOULD HAVE BEEN HELPING OUT.

INSTEAD I PUT THE NEEDS OF THE SPIDERS OVER MY FELLOW CORPSMEN.

OVER MY *WORLD*...AND EVERYONE I'VE EVER KNOWN.

BILLY...

WE'RE SORRY.

I KNOW IT DOESN'T COMPARE, BUT WITHOUT *YOU* BRINGING US ALL TOGETHER...

...WE SPIDERS WOULDN'T HAVE STOOD A CHANCE AGAINST THE INHERITORS.

THANKS, MATE.

SPEAKING OF THE BIG BAD GUYS...

...WE'RE SURE THAT RADIOACTIVE WORLD CAN HOLD 'EM?

AND ***NOT***... Y'KNOW...***KILL*** THEM? I MEAN, DON'T THEY NEED TO EAT SPIDER TOTEMS TO LIVE?

NOT TRUE. MY KIND CAN FEAST OFF ***ANY*** ANIMAL-TOTEMS. ANY ***ANIMAL*** REALLY.

AND ***FORTUNATELY*** FOR THEM, THE BUNKER YOU LEFT FOR THEM ON EARTH-3145...

...WAS TEEMING WITH ***ONE*** FORM OF LIFE. SEE?

MORE THAN ENOUGH TO ***SUSTAIN*** THEM ***IF*** THEY CAN STOMACH IT.

EWW. THOSE MUTATED SPIDER-THINGS?

SEE SVTU #3–NICK

GOOD. IT'S MORE THAN THEY DESERVE.

WE LOST A LOT OF GOOD SPIDER-MEN BECAUSE OF THEM.

INCLUDING MY FRIEND, MY BROTHER, ***KAINE.***

HE DESERVED BETTER THAN TO GO OUT LIKE...***THAT.***

THEY *ALL* DID. AND THINK OF ALL THEIR *WORLDS*, EACH A GOOD MAN DOWN.

WELL, AS A SPIDER-MAN WITHOUT A WORLD, I KNOW WHAT I *MUST* DO.

WITH KARN'S HELP, I CAN USE THE GREAT WEB, GO TO ANY EARTH THAT NEEDS A SPIDER-MAN AND--

OR WOMAN.

I'M SORRY. WHAT?

WORLDS LOST SPIDER-*WOMEN* TOO. I CAN HELP.

ANYA? ARE YOU SURE? WE NEED YOU BACK--

PLEASE. EVERY TIME I TURN AROUND THERE'S A NEW SPIDER-GIRL.

AND HERE, WITH ALL THIS WEIRD TOTEM-KNOWLEDGE I'VE GOT, I CAN MAKE A DIFFERENCE. JESS, I *WANT* THIS.

IT IS DECIDED. YOU SHALL BE THE WARRIORS OF THE GREAT WEB.

HELPING TO MEND THE SEVERED SKEINS, ACROSS TIME AND SPACE.

SOUNDS LIKE A PRETTY BIG JOB.

NOT TO WORRY. REMEMBER, SPIDER-GIRL...

...WE ALSO HAVE A LOT OF *AMAZING FRIENDS.*

CHECK OUT SECRET WARS: SPIDER-VERSE FOR THEIR NEXT ADVENTURE!--NICK

AND NOW, SPIDERS OF EARTH-616, I'M AFRAID WE MUST SAY FAREWELL.

I CAN ALREADY SEE THAT...*ONE* OF YOU SHALL BE NEEDED SHORTLY...

...BACK ON YOUR OWN WORLD.

SAFE JOURNEYS.

YOU BETTER KEEP IN TOUCH, ANYA! CAN YOU TEXT FROM HERE?

JESS, WE'VE GOT A PORTAL.

I'M GONNA WATER MY PLANTS AND PAY MY CABLE BILL. HONEST. YOU'LL SEE ME.

TOODLE PIP, BILLY.

PLEASE. STOP.

STIFF UPPER LIP.

YOU'RE EMBARRASSING YOURSELF.

CHEERIO!

OI.

BYE, GUYS!

DON'T KNOW ABOUT YOU TWO, BUT I COULD SLEEP FOR A WEEK.

IT *HAS* BEEN PRETTY NONSTOP AROUND HERE.

NO, I MEANT PETE. HE CAN BE REALLY TIRING.

HA! AGREED.

HERE. I WILL SHOW YOU TO THE LIVING QUARTERS.

REST UP. AND TOMORROW...

RSSL

"...WE SHALL START ANEW."

SPLICH

EARTH-616.

WE'RE BACK. FINALLY!

LOOK AT IT ALL. BIRD POOP. CAR ALARMS. THAT STRANGE, UNSETTLING ODOR YOU CAN NEVER QUITE PLACE.

WOULDN'T HAVE IT ANY OTHER WAY. SO GOOD TO BE *HOME.*

AGREED. THOSE WERE SOME OF THE STRANGEST DAYS OF MY--

OHMIGOSH. WE'VE BEEN GONE FOR *DAYS.*

HOPE THEY HAVEN'T LET ME GO AT THE *FACT* CHANNEL.*

NOT A PROBLEM FOR YOU,RIGHT, PARKER?*

YOU'RE YOUR OWN BOSS. YOU CAN MAKE WHATEVER EXCUSE YOU WANT.

NOT ANYMORE.

FOR SOME TIME I'VE FELT LIKE I WASN'T *READY* TO RUN MY OWN COMPANY.

BUT Y'KNOW WHAT?

FOR THIS AND MUCH MORE, PICK UP SILK #1! -NICK

BUT IT IS FOR JESS, GO GET SPIDER-WOMAN #5! -NICK

I'VE JUST LED AN ENTIRE *ARMY* AGAINST *CRAZED UNKILLABLE VAMPIRES.*

I CAN *SO* DO THIS! I'M READY TO TAKE ON THE *WORLD!*

LADIES, I'LL SEE YOU AROUND. I'VE GOT *WORK* TO DO!

GIANT ROBOTS, TALKING ANIMALS, BATTLES ACROSS THE MULTIVERSE.

MAN, HOW CAN I POSSIBLY GO BACK TO DEALING WITH THE SMALL STUFF NOW THAT I'VE--

HELP!

STOP! THIEF!

OH, WHO AM I KIDDING? FOR ME...

FWAP

...THERE IS NO "SMALL STUFF."

THIS WILL *ALWAYS* BE EXACTLY WHERE I BELONG. THE WORLD OF...

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN. AT YOUR SERVICE.

THANK YOU!

WAIT. SOMEONE FINALLY SAID THANKS? AM I SURE THIS IS THE RIGHT DIMENSION?

Edge of Spider-Geddon #1 variant by
Cully Hamner & Laura Martin

Edge of Spider-Geddon #2 variant by
Cully Hamner & Morry Hollowell

Edge of Spider-Geddon #3 variant by
Cully Hamner & Ian Herring

Edge of Spider-Geddon #4 variant by
Cully Hamner & Ian Herring

LAND
fgd

YOU KNOW WHAT?

YAAAWN.

I DESERVE THIS.

MAYBE I'M NOT MUCH OF A FIGHTER.

CERTAINLY NO PUNCH-EM-UP HERO LIKE THAT BRUISER ME.

BUT I PAID MY DUES.

DO YOU THINK IT WAS *EASY* BEING QUEEN OF THE KENNEL?

WARMING THE LAP OF THAT MONSTER? CHEWING MY TONGUE EVERY MINUTE JUST TO KEEP THE LONGEST LEASH?

DO YOU THINK I *ENJOYED* IT?

DON'T BE STUPID.

I DID WHAT IT TOOK TO SURVIVE.

AND WHETHER YOU LIKE IT OR NOT, THIS MAD LIB STORYBOOK ENDING...

THIS IS MY REWARD.

BON APPÉTIT, MA'AM.

HOW IS IT THE SWIFTEST SWORD ON ALL SEVEN SEAS--

--IS ALSO A TOP-NOTCH JUICE MAN?

WE'D BE ABSOLUTELY *SUNK* WITHOUT YOU, DUNGY.

JUST HAPPY TO SERVE, CAP'N JESS.

HIGH PRAISE FOR A MAN WHO SQUEEZES FRUIT.

BUT CAN THOSE SOFT-SHELL PINCERS DO *THIS?*

PERHAPS NOT, NAMOR.

WHICH IS PRECISELY WHY I INTEND TO KEEP YOU BOTH.

NOW WHAT DO YOU SAY, BOYS...

SHALL WE GET OUR *PIRATE* ON?

GUESS WHO'S BACK.

BACK AGAIN.

UGH... HAS ANYBODY CONSIDERED PUTTING SILK BACK IN HER TIME CAPSULE?

AND THAT'S HOW WE LEARNED GWENIE THINKS SHE'S TOO COOL FOR CLASSIC EMINEM.

DON'T WORRY, JESS.

I JUST FOUGHT A WAR WITH THOSE THREE AND DIDN'T SLIT A *SINGLE* THROAT.

YOURS IS PROBABLY SAFE ENOUGH.

"WE DIDN'T COME BACK HERE TO EMBARRASS YOU AND YOUR GUYS.

"I MEAN, IT WAS A DELIGHTFUL FIVE MINUTES WELL SPENT.

"BUT, YOU KNOW, BIGGER FISH AND ALL THAT.

"WHILE YOU WERE PLAYING POLLY PIRATE WITH THE CAST OF *LITTLE MERMAID ON ICE*...

"US SPIDER-PEOPLE WERE OFF FIGHTING A WAR WITH THOSE PESKY UNKILLABLE INHERITORS.

"ODDS WERE STACKED. THE FATE OF BILLIONS HUNG IN THE BALANCE.

"IT WAS A REAL KEISTER-CLENCHER.

"BUT WHEN THE WEB-FLUID SOILED SATIN CRAVATS AND PONYTAIL RIBBONS SETTLED...

"OUR SPIDER FLAG WAS STILL THERE.

"DO YOU GUYS HAVE A STAR-SPANGLED BANNER HERE?

"OKAY, THAT WAS A REACH.

"WHAT I'M SAYING IS WE WON THE WAR.

"THE INHERITORS ARE IN A CAGE.

"UNIVERSES--

"--PLURAL--"

"--ALL SAVED."

YOU WERE EXPECTING WHAT? A ROUND OF APPLAUSE?

NO. I WAS EXPECTING PRETTY MUCH EXACTLY WHAT YOU GAVE ME.

LOATHSOME, DISINTERESTED SNARK.

THEN WHY AM I BEING DRAGGED ALONG?

ALL THOSE UNIVERSES YOU SAVED, SURELY THERE'S A JESS DREW OF A MORE *CONGRATULATORY NATURE* TO RIDE SHOTGUN ON THE VICTORY TOUR.

SHUT UP. I BROUGHT YOU HERE TO SHOW YOU WHAT A LOOM WORLD POWER VACUUM LOOKS LIKE.

TURNS OUT, REFUGEES FROM A THOUSAND CONQUERED WORLDS DON'T GET ALONG SO WELL WHEN YOU TAKE AWAY THE DAILY THREAT OF DEATH AND DISMEMBERMENT.

TOTAL CHAOS. RIOTS DAY AND NIGHT.

IF SOMEBODY DOESN'T DO SOMETHING SOON, LOOM WORLD WILL BURN ITSELF TO THE GROUND.

GOOD RIDDANCE.

WHAT'S *WRONG* WITH YOU?

MAYBE THIS ME-FIRST JACKASS ROUTINE MADE SENSE WHEN THE ALTERNATIVE WAS ENDING UP ON A PLATE.

BUT THOSE DAYS ARE OVER AND YOUR PEOPLE ARE SUFFERING.

PFFT. WHO SAID THOSE ARE MY PEOPLE?

MAYBE THIS FACE IS THE ONLY THING WE HAVE IN COMMON. MAYBE YOU'RE NOTHING LIKE ME.

I'D LOVE THAT. I WOULD.

BUT THE WAY MY CHEEKS BURN EVERY TIME YOU LAUNCH INTO A SARCASTIC DIATRIBE MAKES ME THINK YOU ARE *ME.*

WORST-CASE-SCENARIO ME. A ME WHO HAD TO SACRIFICE EVERYTHING TO STAY ALIVE.

WHAT IF *YOU'RE* THE OUTLIER? DID YOU CONSIDER THAT?

AND YOU SAY *I'M* SELF-OBSESSED.

WHAT IF UPTIGHT DO-GOODER JESSICA DREW WHO LIVES HER WHOLE MISERABLE LIFE BY THE AVENGERS CODE OF MARTYRDOM IS THE RIDICULOUS VERSION?

AND ALL THE REST ARE ME-FIRST REALISTS JUST LIKE ME.

I GROVELED FOR SCRAPS IN THAT RAT HOLE FOR YEARS.

NOW I'VE FINALLY ESCAPED--

--THE REST OF THE RATS CAN DIE IN A BIG RAT FIRE. I'M ***NEVER*** GOING BACK.

AS IF YOU CAN GUILT ME INTO FIGHTING FOR A BUNCH OF--

FIGHTING? I DIDN'T SAY ANYTHING ABOUT FIGHTING.

HAVE YOU ***SEEN*** YOU FIGHT?

WE BROUGHT YOU HERE TO ***LEAD.***

OH?

WELL, THAT'S ***DIFFERENT.***

DROP THE CLUB, LEROY.

LEROY?

BLADES AND BLASTERS AT THE READY, BOYS.

WE'RE GOING ***ASHORE!***

SO, UM... IS THAT SMILING GOATEE SUPPOSED TO BE NAMOR?
HOW'S THE KING OF ATLANTIS BECOME A PIRATE?
BEST NOT TO THINK ABOUT IT. ALT-UNIVERSES ARE SCREWY.
I KNOW, RIGHT?
SOMEHOW IN *YOURS* I'M PETER PARKER'S DEAD GIRLFRIEND.
FRIDGED OFF A BRIDGE.
I GUESS THAT'S TRUE.
SAD IS WHAT IT IS.
GAH!
"WHY IS IT YOU'RE HERE WITH ME WHEN YOU'D SO CLEARLY PREFER TO BE OUT THERE KICKING THINGS WITH THEM?"
I LOOK TOO MUCH LIKE YOU. IF WE'RE GONNA PULL THIS OFF, WE CAN'T HAVE ME CONFUSING THE ISSUE BY BEING VISIBLY COMPETENT AT PUNCHING.
AND WHAT MAKES YOU THINK YOU CAN TRUST ME? HOW DO YOU KNOW I WON'T HEAD DOWN THERE AND PICK UP RIGHT WHERE THE INHERITORS LEFT OFF?
THE INHERITORS RULED THESE PEOPLE WITH ***FEAR.***
YOU COULDN'T ***SCARE*** SOMEONE IF YOU TRIED. YOU'RE NO TYRANT.
WATCHING YOU WORK MAY TURN MY STOMACH... BUT PEOPLE LOVE YOU. THEY'LL FOLLOW YOU ***BECAUSE*** THEY LOVE YOU.
IS IT MANUFACTURED AND DISINGENUOUS AFFECTION? SURE. BUT WE MAKE DO WITH WHAT WE HAVE.
BESIDES, IF I'M ***WRONG*** AND YOU GO FULL-ON ***CALIGULA--***

"I CAN ALWAYS COME BACK AND PUT ANOTHER CRACK IN THAT GLASS JAW OF YOURS."

PEOPLE OF LOOM WORLD! I STAND BEFORE YOU TODAY IN THE AFTERMATH OF UNFORTUNATE VIOLENCE.

BUT I AM NO CONQUEROR. I HAVE NO IRON FIST WITH WHICH TO RULE.

I AM WHAT YOU ARE.

A PRISONER. A SLAVE. A SURVIVOR.

ANGRY AND ASHAMED OF ALL THOSE YEARS SPENT COWERING BENEATH AN INHERITOR'S BOOT. FRIGHTENED AND UNSURE TO FIND THAT BOOT'S BEEN LIFTED.

I DON'T KNOW WHAT A FREE *LOOM* WORLD WILL LOOK LIKE--

--OR HOW LONG IT WILL TAKE US TO FIND IT.

BUT IF YOU'LL PUT YOUR TRUST IN MY HUMBLE HANDS...

IT WOULD BE MY GREAT *HONOR* TO LEAD THE WAY.

YAAAHH!!

SO, JESS, WHAT'S IT FEEL LIKE WATCHING EVIL YOU INSPIRE THE MASSES?

SHE'S NOT EXACTLY EVIL.

IT'S LIKE WALKING NAKED THROUGH A FUNHOUSE.

JACKED-UP MIRRORS ARE STILL JUST MIRRORS.

WHAT?

FORGET IT.

LET'S GO HOME.

Manhattan. Earth-616.
3 DAYS LATER.
HOWIE'S DONUTS
I CAN'T BELIEVE YOU DIDN'T GET A DONUT.
DON'T LIKE DONUTS.
IF THIS IS SOME KIND OF GROSS DIET, I MIGHT HAVE TO SMACK YOU.
BRING IT.
YOU'RE THE ONE WHO REFUSES TO EAT ICE CREAM WHEN IT'S COLD OUTSIDE.
WOULD YOU LET THAT GO ALREADY? THE WIND CHILL WAS FOUR BELOW. THERE WAS AN INCH OF ICE ON THE GROUND.
EAT YOUR DONUT.
CAN I ASK ONE MORE SPIDER-WAR QUESTION?
NO.
IN A ROOM FULL OF SPIDER-MEN, HOW DOES ONE SPIDER-MAN ADDRESS ANOTHER SPIDER-MAN?
THERE WAS A LOT OF POINTING.
HA!
OH, MAN. IT'S LIKE THEY MADE A CUSTOM HELL JUST FOR JESSICA DREW.
YOU HAVE NO IDEA.
OKAY, WE'RE AT THE TOWER.
NOW WILL YOU TELL ME WHAT WE'RE DOING HERE?
NO.
WHY NOT?
DON'T NEED YOU TRYING TO TALK ME OUT OF THIS.

WHAT GOOD WILL I BE IF I DON'T EVEN KNOW--

THE FACT IS I CAME HERE TO DO A THING.

AND YOU WILL BE STANDING BEHIND ME IN SILENT IGNORANCE WHEN I DO.

BECAUSE YOU'RE MY BEST FRIEND AND MORAL SUPPORT IS YOUR JOB.

FAIR ENOUGH.

I'M TELLING YOU THERE'S A DISTINCT DIFFERENCE BETWEEN A MICRO MOON AND A SIMPLE ASTEROID.

YES. THE FORMER IS A FIGMENT OF YOUR OVERACTIVE IMAGINATION.

PREPARE TO FEAST ON CROW, ANDROID. SCIENCE WILL SETTLE THIS DEBATE.

ON THAT WE CAN AGREE.

WHAT DO YOU MAKE OF THAT?

TRYING NOT TO THINK ABOUT IT.

COME ON.

ARE YOU REALLY THIS NERVOUS?

WHY ARE YOU NERVOUS?

BECAUSE DISAPPOINTING STEVE ROGERS IS NOT SOMETHING I ENJOY.

AND NOW THAT HE'S *WISE OLD GRANDDAD STEVE ROGERS--*

--I CAN BARELY MAKE EYE CONTACT WITH THE MAN WITHOUT *APOLOGIZING.*

CALL ME *CRAZY,* LADIES, BUT I THINK MY EARS ARE BURNING.

HEH.

WHAT IS IT, JESS? YOU LOOK *TENSE.*

YEAH. I'M UH...

SORRY.

WHY?

I DON'T KNOW.

INVOLUNTARY APOLOGY REFLEX.

PROBABLY HAS SOMETHING TO DO WITH YOUR FACE BEING SO...

OLD?

NO!

WELL... YES.

GOOD GOD.

PLEASE LET ME GET THROUGH THIS BEFORE IT GETS ANY--

KA-THOOM

--WORSE!

GRANK!

HAHA HA...

YOU FIND THIS CREATURE AMUSING, CAROL?

HEH. NOT THE MONSTER.

JUST, YOU KNOW, THE *TIMING.*

GRAAAWK!

THAT'S WHAT HAPPENS WHEN YOU GET BLASTED IN YOUR BLONDE HEAD ONE TOO MANY TIMES.

YOU LOSE ALL SENSE OF PROPRIETY AND LAUGH AT INAPPROPRIATE THINGS.

I SEE.

SAYS A WOMAN WHO ONCE EXCUSED HERSELF MID-BATTLE BECAUSE HAWKEYE'S BADLY BROKEN ARM LOOKED "ALL FLOPPY."

TOTALLY DIFFERENT.

THAT WAS HILARIOUS.

BRAKA BRAKA BRAKA

ALL RIGHT, STEVE, HERE'S THE THING.

I'VE BEEN DOING SOME THINKING.

SOUL SEARCHING OR WHATEVER.

AND I'VE COME TO SOME CONCLUSIONS I WANTED TO RUN PAST YOU.

NO OFFENSE, JESSICA...

BUT NOW MIGHT NOT BE THE *BEST* TIME FOR THIS CONVERSATION.

NO?
SO YOU'RE EXPECTING A LONG PERIOD OF *CALM SILENCE* LATER?
BRAKA BRAKA BRAKA
POINT TAKEN.
GO ON.
IT'S JUST, AS MUCH AS I'VE ENJOYED THE BIG WORLD-SHAKING STUFF...
THE MIND-BENDING UBER-REALITY THAT IS LIFE AS AN AVENG--
THMP
DAMMIT!
OUCH.
THAT THING PACKS A WALLOP.
GRANK!
I HAVE THE PHONE NUMBER.
I COULD'VE JUST CALLED THE MAN.
BUT NO. *HAD* TO COME IN PERSON. *HAD* TO BRING--
CAROL?

SEE?

THAT RIGHT THERE. THAT'S WHAT I'M TALKING ABOUT.

TOOTHY THE GIANT SPACE FLEA JUST MEAT-PUPPETED MY BEST FRIEND RIGHT IN FRONT OF ME.

HOW THE #!@$--

--IS THIS--

--MY LIFE?

ENOUGH IS ENOUGH!

AHEM.

FUTURE REFERENCE, BOYS, MICRO MOONS ARE A RIGHT PAIN IN THE TOOSH.

UPON FURTHER ANALYSIS, I NO LONGER BELIEVE THAT WAS A MOON.

PROBABLY AN EGG OF SOME KIND.

OR EVEN A TROJAN HORSE.

NOBODY CARES.

STEVE...

JUST SPIT IT OUT, DREW.

I QUIT.

I SEE.

IT'S JUST...

I CAN'T *DO* IT. I CAN'T BE AN AVENGER ANYMORE.

THE CONSTANT *NUTSO* BARRAGE OF SKRULL QUEEN--

--SPACE WAR--

--SPIDER-VERSE *NONSENSE.*

I WANT TO BE A *NORMAL* PERSON, PART OF THE TIME AT LEAST.

I WANT TO *HELP* PEOPLE AGAIN. *REGULAR* PEOPLE.

MAYBE LIVE IN AN APARTMENT THAT ISN'T MADE OUT OF RECYCLED IRON MAN SUITS. GO ON A DATE WITH SOMEBODY WHO HASN'T SEEN ME PUNCH AN ALIEN.

I'M *SORRY.*

DON'T BE.

YOU CAN QUIT. IT'S FINE.

BUT, JESS, *ONCE* AN AVENGER *ALWAYS* AN AVENGER.

YOU'LL BE HERE IF WE NEED YOU?

ANYTIME.

QUITTER.
SHUT UP.
NO, I'M *PROUD.* COULD BE GREAT FOR YOU.
SO...HOW'S THIS THING GOING TO WORK?
NO IDEA.
GENE
33

WHERE WILL YOU LIVE?
DUNNO.
WHERE DOES ONE GO TO FIND THESE *REGULAR PEOPLE* IN NEED OF *HELP?*
COULDN'T TELL YOU
WHAT, IF *ANYTHING,* CAN YOU TELL ME ABOUT THIS *BOLD NEW DIRECTION* OF YOURS?
I'M CONSIDERING A NEW COSTUME.

YES!
YES.
YOU'RE NOT MESSING WITH ME?
SEEMS LIKE IT'S TIME FOR A CHANGE.
THE LONG NATIONAL NIGHTMARE IS DUNZO!!
IT'S NOT THAT BAD.
YES IT IS.
YOU USED TO FLY AROUND WITH YOUR *CHEEKS* OUT.
YES. *USED* TO.
AS SOON AS YOURS IS A *USED TO,* I'LL NEVER MENTION IT AGAIN.

"I NEED BETTER FRIENDS."
"NO SUCH THING."
Station 33

Spider-Geddon #0 variant by
Julian Totino Tedesco

Spider-Geddon #0 variant by
John Tyler Christopher

Spider-Geddon #0 video game variant by
Sing Ji

Superior Octopus #1 variant by
Giuseppe Camuncoli, John Dell & Andres Mossa

SPIDER-GEDDON #0
"NEW PLAYERS"
"CHECK IN"

WELCOME BACK TO *JUST THE FACTS* WITH J. JONAH JAMESON. FRIENDS, I TRIED. I REALLY TRIED TO BE MORE OPEN-MINDED ABOUT SPIDER-MAN. AND, LIKE IN ALL OF MY ENDEAVOURS, I SUCCEEDED.

UNTIL NOW!

LOOK AROUND. DOES IT SEEM TO YOU LIKE EVERYTHING'S IN CHAOS? MAYOR OSBORN RESIGNING, AN ENDLESS PARADE OF PSYCHOS TRYING TO REPLACE WILSON FISK AS CRIME BOSS OF NEW YORK...***NAZIS MADE OF BEES...***

NOW, I'M NOT SAYING ALL THESE THINGS ARE SPIDER-MAN'S FAULT. I BELIEVE IN PERSONAL RESPONSIBILITY. BUT WHAT HE DOES BETTER THAN ANYONE IS MAKE BAD SITUATIONS ***WORSE.*** IT'S LIKE WHEN YOU ALREADY HAVE TO PEE AND THE GRANDKIDS JUMP ON YOUR LAP.

ANNND MUTE.

I REALLY DON'T KNOW WHY I TORTURE MYSELF LISTENING TO HIM. THERE'S CONSIDERING THE OTHER POINT OF VIEW, AND THEN THERE'S JUST BANGING YOUR HEAD AGAINST A WALL.

AH, BACK TO THE WORLD OF SANE PEOPLE.

Incoming

Mary Jane Watson

HEY, MJ. WHAT'S UP?

WE JUST GOT WORD AT THE *BUGLE*...SOME MANIAC IN A COSTUME IS TEARING UP A BANK IN THE FINANCIAL DISTRICT.

I'M ON IT. THANKS. WHEN IT'S OVER, THE INSIDE SCOOP IS ALL YOURS.

JUST FYI... THIS GUY WEARS SOME KIND OF SPIDER SYMBOL. INITIAL REPORTS THOUGHT IT MIGHT BE YOU.

OH, GREAT. JAMESON'S GONNA BE ALL OVER THAT.

I WAS MORE THINKING YOU SHOULD MAKE SURE THE COPS DON'T SHOOT YOU BY MISTAKE, BUT SURE, BE MORE CONCERNED WITH WHAT A TINFOIL-HAT PODCAST HOST THINKS.

THAT'S FAIR. NOT GONNA CHANGE MY NEUROSES, BUT FAIR. I'M ALMOST THERE... TALK TO YOU SOON.

WOW. *YOU* DID ALL THIS? THAT WAS SOME TANTRUM.

AH, SPIDER-MAN. I HOPED WE'D MEET.

DID YOU ALSO HOPE YOU'D GO TO JAIL? 'CAUSE IF SO, I HAVE GREAT NEWS.

AS OVERCONFIDENT AS I'D HEARD.

YOUNG, STUPID AND ARROGANT...

THWIP

FWOOSH

...EASY PREY FOR THE TARANTULA!

YIKES!

AND HOLY COPYRIGHT INFRINGEMENT! YOU'LL HEAR FROM MY LAWYER...

...AS SOON AS I GET ONE.

CONSIDER THIS A "CEASE AND DESIST."

THWIP TZZZTT

YOUR ELECTRIC WEBBING WON'T AFFECT ME, *MIJO*. MY ARMS ARE GROUNDED.

AS YOU WILL BE SOON.

YEOW! OKAY, PAL, YOU'VE GOT A BUNCH OF COOL GADGETS. BUT DO YOU HAVE A ***WEB BOMB?***

WHAT IS A--

BEEP BEEEEP

SWOOMF

BWAMP

THAT'S A WEB BOMB.

NOT AS STRONG AS MY NORMAL WEBS, BUT THEY'LL HOLD YOU LONG ENOUGH FOR WHAT I CALL THE PATENTED SPIDER-MAN "SLEEPY-TIME" PUNCH.

DON'T GO STEALING *THAT* TOO, OKAY? NOW CLOSE YOUR EYES--

SPIDER-MAN OF EARTH-1048!

I AM THE *SUPERIOR* SPIDER-MAN OF EARTH-616!

YOU ARE NEEDED!

WAAAH!

CAN WE PUT THE BRAKES ON VARIANT SPIDER-PEOPLE FOR TWO SECONDS?

T-CHAK

THWIP

WHOA! EXTENDO-ARMS. DEJA VU!

WAIT, DID TARANTULA RIP YOU OFF TOO? OR IS IT THE OTHER WAY AROUND? I'M GETTING MY LAWSUITS CONFUSED HERE.

I'M NOT YOUR ENEMY, STRIPLING!

THEN WHY ARE YOU FIGHTING ME INSTEAD OF THE BAD GUY?

HE'S INCONSEQUENTIAL! I'M TRYING TO MAKE YOU *LISTEN!*

YOU'RE FAST. LET ME GUESS--SPIDER-SENSE?

OF COURSE. AT LAST YOU SEE RESISTANCE IS FUTILE. SO IF I MAY SPEAK UNINTERRUPTED--

SHRRIIPP

THE TARANTULA IS FREE!

I'LL DEAL WITH THIS DOLT.

LET ME. THIS WORKED ONCE--

TAK

BEEP BEEEEP

I KNOW WHAT A WEB BOMB IS NOW, SPIDER-GRINGO.

BWOOMF

¡ADIÓS, IDIOTAS!

AHEH. MY BAD.

I BET THIS KIND OF THING HAPPENS TO YOU ALL THE TIME IN YOUR DIMENSION, HUH?

IT DOES NOT.

AND YET, I AM ABLE TO FREE US USING A DISSOLVING SOLUTION IN MY ARMS. BECAUSE I FORESAW THE POSSIBILITY OF SOMETHING LIKE THIS.

WHICH, PERHAPS, IS WHY YOU SHOULD HEAR ME OUT.

FSSSS

OKAY, FINE. BUT NOT HERE. MY RELATIONSHIP WITH THE COPS IS ALWAYS ON "IT'S COMPLICATED" STATUS.

HH. VERY WELL. BUT MY PATIENCE WEARS THIN.

FIND US A PLACE WHERE WE WILL NOT BE DISTURBED.

IMMORTAL ENERGY VAMPIRES. WHO EAT SPIDER-PEOPLE.

THE *INHERITORS*, YES.

SO WE ALL HAVE TO TEAM UP TO STOP THEM OR THEY'LL TURN YOUR EARTH INTO THEIR NEW HQ AND KILL US ALL.

YES.

AND I WAS *JUST* GETTING USED TO NAZIS MADE OF BEES.

MAN. ALTERNATE EARTHS...CAN I JUST GEEK OUT ON THAT FOR A MINUTE? I KNOW ALL THE QUANTUM THEORY, BUT STILL, TO HAVE IT CONFIRMED...

SO ARE WE, LIKE, THE SAME PERSON? 'CAUSE, NO OFFENSE, BUT IT'S REALLY *NOT* LIKE LOOKING IN A MIRROR.

YOU DO HAVE A COUNTERPART ON MY WORLD. THAT IS, I PRESUME YOU ARE PETER PARKER. YOU CERTAINLY ACT LIKE ONE.

I, HOWEVER, AM NOT.

MY NAME IS... *OTTO OCTAVIUS.*

HOLY--!

I TAKE IT THIS WORLD'S OCTAVIUS IS... OTHER THAN HEROIC.

HE-- I--

THERE'S HISTORY THERE. HE WAS KINDA MY MENTOR... BEFORE HE LOST HIS MIND.

SORRY. IT'S HARD TO GET PAST. I...

...LOST A LOT.

I MEAN, I GET IT-- DR. OCTAVIUS DID HAVE GOOD IN HIM. I KNOW IT.

AND IF HE HADN'T GONE DOWN THE WRONG PATH, I COULD SEE HIM BEING YOU.

MINUS A FEW POUNDS. AND YEARS.

WELL. TIME IS OF THE ESSENCE, AND WE HAVE DIMENSIONS TO TRAVERSE--

HOLD UP. THERE'S UNFINISHED BUSINESS HERE.

IT'S MY FAULT HE GOT AWAY. I NEED TO STOP HIM.

WHAT?

JUST HEARD THE POLICE BAND-- TARANTULA HIT A RESEARCH FACILITY. INJURED SOME COPS. IT'S A SHOOT-OUT.

DIDN'T YOU *LISTEN?* THERE IS A PAN-DIMENSIONAL *CRISIS!*

AND IT SOUNDS LIKE THERE'S A BUNCH OF SPIDER-PEOPLE ON IT. HERE, THERE'S JUST ME... AND A LUNATIC WHO'S GONNA KILL SOMEONE IF I DON'T STEP IN.

BESIDES, ALL I'VE GOT IS YOUR WORD.

AND, NO OFFENSE, BUT I'VE BEEN LIED TO BY OTTO OCTAVIUSES BEFORE.

OCTAVII?

THEN *THE DIE IS CAST!*

YEAH, I KINDA THOUGHT IT MIGHT COME TO THIS.

IT DID WITH MY OTTO. FIGURES IT WOULD WITH YOU.

YOU... MISUNDERSTAND. I SHALL HELP YOU DEFEAT THE TARANTULA.

AFTER WHICH I... ***REQUEST...*** THAT YOU ACCOMPANY ME, TO SEE THE TRUTH OF MY WORDS.

UNEXPECTED.

I'M LIKING THE USE OF "REQUEST," EVEN THOUGH IT SOUNDED LIKE IT HURT TO SAY. *HMM...*

OKAY. YOU'VE GOT A DEAL.

SPLENDID. THEN LET US MAKE HASTE.

LARCENY IS ONE THING, BUT THE TARANTULA STRIKING A RESEARCH FACILITY SPEAKS TO A POTENTIALLY FAR ***DEADLIER*** SCHEME.

HA HA HA HAAAA!

PLEASE, SEND MORE OF YOUR USELESS LACKEYS. LIKE ALL GOVERNMENTS, YOU ARE AS INEFFICIENT AS YOU ARE CORRUPT!

IN MY COUNTRY, THE CARTEL *IS* THE GOVERNMENT. OR WILL BE, WHEN I RETURN WITH THE NERVE GAS.

IN THIS WORLD, POWER DEPENDS ON ONE'S ABILITY TO RAIN DEATH. COME FORWARD, LET ME SHOW YOU HOW IT'S DONE!

I ASSUME YOU REFER TO *EMPTY BOASTING.*

HA! NOT FAST EN--

UGGH!

HE'S STUNNED, BUT HIS ARMS ARE STILL ATTACKING! MUST BE SOME KIND OF A.I.!

HOW ARE WE SUPPOSED TO GET THROUGH *THAT?*

=GROAN=

WE DO NOT.

BUT SOMEONE'S GOING TO GET KILLED!

AGAIN, YOU MISUNDERSTAND.

YOU SAID "SOME KIND OF ARTIFICIAL INTELLIGENCE."

AFTER CURSORY OBSERVATION, I KNOW *EXACTLY* WHAT KIND.

YOU'VE GOT SPIDER-BOTS? *ME TOO!* MINE ARE...

...NOWHERE NEAR AS SOPHISTICATED AS THIS. WOW.

ROBOTICS IS A SPECIALTY OF MINE...

...AS IS NEURAL INTERFACE BETWEEN MIND AND BODY.

HOW TO MAKE IT WORK...

...OR NOT.

¿QUÉ? WHAT IS HAPPENING?

I DID NOT ORDER THIS! WORK, DAMN YOU! WORK!

TROUBLE WITH YOUR TARANTULA? GOOD NEWS, I'M FROM I.T.

FIRST STEP:

SHUT IT DOWN.

WHAKAM

THEN WAIT TEN TO FIFTEEN YEARS IN PRISON BEFORE TURNING IT BACK ON.

SOMEWHERE, IN THE INFINITE MULTIVERSE, YOU MUST HAVE A COUNTERPART WHO DOESN'T BEHAVE LIKE A COMEDIAN ON OPEN MICROPHONE NIGHT.

CLEARLY, THIS IS NOT THAT WORLD.

OKAY, I'M IMPRESSED.

WHAT YOU FIGURED OUT ABOUT HIS TECH, IN A MATTER OF SECONDS...AND YOU HAD *EXACTLY* WHAT YOU NEEDED TO STOP IT...

I WOULD'VE JUST WADED IN. AND MAYBE FOLKS WOULD'VE BEEN HURT...OR WORSE.

THERE IS SOMETHING TO BE SAID FOR EXPERIENCE...MEASURED THOUGHT...A MORE *ANALYTICAL* APPROACH.

I GUESS...YOU'RE WHAT *MY* OTTO OCTAVIUS COULD HAVE BEEN, IF HIS MIND AND BODY HADN'T BETRAYED HIM.

AND I'M NOT GONNA LIE...SEEING THAT HELPS. IN A SMALL WAY.

I'LL FOLLOW YOU. JUST TELL ME WHAT TO DO.

I HAVE KNOWN OTHERS LIKE YOU. YOU ARE ALL IMPULSIVE... RASH.

YET... UNQUESTIONABLY BRAVE.

I HAVE NO DOUBT THAT YOUR WORLD'S OTTO OCTAVIUS... IF HIS MENTAL FACULTIES WERE INTACT...WOULD BE PROUD OF YOU.

THAT...MEANS A LOT. MORE THAN I WOULD'VE THOUGHT.

LOOK, WE SHOULD PROBABLY GO, IF THINGS ARE AS URGENT AS YOU SAY. I'VE GOT SOME QUICK THINGS TO DO FIRST, SO--

WAIT. THIS WORLD'S OTTO OCTAVIUS...

...WHERE MIGHT HE BE FOUND?

The Raft Supermax Prison.

HE'S IN THE RAFT. NO VISITORS.

BUT I CAN SHOW YOU A PICTURE FROM MY MASK'S HEADS-UP DISPLAY.

ARE YOU SURE YOU WANT TO SEE THIS?

HE'S GOT A DEBILITATING NEUROLOGICAL CONDITION. EXPOSURE TO TOXIC SUBSTANCES IN HIS RESEARCH DAMAGED HIS NERVOUS SYSTEM.

SHOW ME.

I... SEE.

DID THAT HELP AT ALL?

YES. A CAUTIONARY TALE. OF THE STATE IN WHICH I COULD BE...

...A STATE OTTO OCTAVIUS SHALL *NEVER* SUFFER.

Home of Earth-1048's Miles Morales.

AGAIN: I'M NOT SAYING LOOK FOR TROUBLE. I'M SAYING IF THERE'S A REAL *EMERGENCY* WHILE I'M GONE, AND YOU THINK YOU CAN HANDLE IT--

GOT IT. I'M READY, PETE! AND MJ SAID SHE'D HELP ME THE WAY SHE DOES YOU. IT'LL BE FINE.

THE BOY HAS POWERS AS WELL? WE CAN ALWAYS USE MORE--

NO. HE'S NOT READY FOR SOMETHING AS BIG AS THIS SOUNDS. AND...IF I DON'T COME BACK...I NEED TO KNOW SOMEONE'S TAKING MY PLACE HERE.

SPEAKING OF NOT COMING BACK...ONE MORE STOP I NEED TO MAKE.

PERHAPS I SHOULDN'T SAY THIS...BUT YOUR RELATIONSHIP WITH MS. WATSON IS REPLICATED ON OTHER WORLDS. AND IS A SOURCE OF STRENGTH FOR BOTH OF YOU ON MOST.

REALLY? WOW. I APPRECIATE YOU TELLING ME... FOR REAL.

HAVE YOU GOT SOMEONE LIKE THAT?

I...HAVE NO ROOM FOR SUCH THINGS IN MY LIFE.

NOW LET'S MAKE HASTE...

...FOR WE MAY VERY WELL BE FACING AN ARMAGEDDON.

I THINK YOU MEAN *SPIDER-GEDDON!* OOH, CAN WE CALL IT THAT?

CERTAINLY NOT. I WOULD NEVER USE SUCH A PATENTLY RIDICULOUS TERM.

I'M TRADEMARKING IT. I'M WRITING THE THEME SONG IN MY HEAD.

SOMEWHERE, THERE MUST BE A WORLD WITH A *MUTE* SPIDER-MAN...

Seven months ago...

BITE IT, YOU SCUM

THIS IS SUCH A WASTE OF RESOURCES.

MARKE

YOU BELIEVE IT A WASTE OF RESOURCES TO KEEP THE INHERITORS UNDER SURVEILLANCE? WE CAN'T GO THERE *OURSELVES.*

"I BELIEVE" IT'S A WASTE OF RESOURCES TO LET THEM KEEP *BREATHING,* PAVITR.

COME ON, YOU'RE A SMART GUY! LET'S STRAP A BUNKER-BUSTER TO JOHNNY FIVE HERE!

WE'RE SPIDER-MEN, HOBIE. WE DON'T KILL OUR ENEMIES.

SPEAK FOR YOURSELF, PALLY. I KILLED PRESIDENT OSBORN.

SO YOU TELL ANYONE WHO WILL LISTEN.

SLING YER HOOK!

HEH.

VORP

BEGIN RECORD: INSERTION AT 200 FEET ABOVE GROUND LEVEL. WEB-CHUTES DEPLOYED. SPIDER-BOT #23 IS GO.

WHERE SHALL WE GO TODAY, PAVITR? THE ZOO? THE WATER PARK?

WHY, THE SIMS BUILDING! HOWEVER DID YOU KNOW IT WAS MY FAVORITE?!

SIMMS

BE QUIET, HOBIE.

UGH, STAIRRRRRRS. CAN'T WE 'PORT IT TO THE ROOF INSTEAD?

TOO CLOSE. WE WOULD RISK THE INHERITORS ESCAPING.

NO ACTIVITY YET...

WAIT FOR IT...

WAIT...

AAAAAA NOOOO WHO COULD HAVE PREDICTED THIS?!

HOBIE?

YEAH?

YOU ARE THE WORST SPIDER-MAN.

BEGIN RECORD: INSERTION AT 200 FEET ABOVE GROUND LEVEL. WEB-CHUTES DEPLOYED. SPIDER-BOT #35 IS GO.

INCIDENTALLY, THANK YOU FOR TAKING OVER FROM HOBIE, MAY.

NO PROBLEM, PAVITR. I KNOW HE CAN BE A PAIN.

SIMMS

HE IS THE WORST SPIDER-MAN.

I MEAN, THESE BOTS GO TO A BOMBED-OUT RADIOACTIVE HELL ZONE...YOU THINK HOBIE'D FEEL RIGHT AT HOME.

HAHAHAHAHAHA!

OKAY, HERE WE GO...

WELL, DAEMOS IS STILL THERE.

HE'S LOST SOME WEIGHT.

WHAT DO YOU THINK, PALEO?

BEGIN RECORD: INSERTION AT 200 FEET ABOVE GROUND LEVEL. WEB-CHUTES DEPLOYED. SPIDER-BOT #52 IS GO.

YOU'VE BEEN DOING GOOD WORK HERE, PAVITR.

THANK YOU, BILLY. THAT MEANS A LOT.

I HATE THIS. I NEVER SIGNED UP TO BE A BLOODY PRISON WARDEN.

THEY GAVE US LITTLE CHOICE, BILLY.

HOBIE THINKS WE SHOULD KILL THEM.

WELL, THAT'S JUST NOT HOW WE DO THINGS.

WOULD BE TERRIBLY CONVENIENT, THOUGH.

I DON'T KNOW HOW MUCH LONGER THEY WILL LAST.

SOME HARD CHOICES COMING SOON, OLD SON.

I CAN SMELL THEM, JENNIX.

I CAN SMELL THEM ON THESE TOYS AND IT MAKES ME SO *HUNGRY.*

LET HUNGER BE THE STONE ON WHICH YOU SHARPEN YOUR RAGE, BROTHER.

SPIDERS ARE JAILERS ONLY TO FLIES, MY KIN...

...AND THE INHERITORS ARE NO MERE INSECTS.

IT IS KIND, HOWEVER, FOR THEM TO PROVIDE US SUCH *RESOURCES.*

Spider-Geddon #1 variant by
Javier Garrón & Marte Gracia

Spider-Geddon #1 variant by
George Pérez & Jason Keith

Spider-Geddon #2 variant by
Nick Bradshaw & Rachelle Rosenberg

Spider-Geddon #2 variant by
Ivan Shavrin

SUPERIOR OCTOPUS #1
"EDGE OF SPIDER-GEDDON"
"CHECK IN"

THE SUPERIOR OCTOPUS

DOCTOR OTTO OCTAVIUS! KNOWN FOR MANY YEARS AS DOCTOR OCTOPUS, OCTAVIUS HAD A LIFE-ALTERING EXPERIENCE WHEN HE SWAPPED MINDS WITH HIS SWORN ENEMY, SPIDER-MAN! BY TAKING ON SPIDER-MAN'S MISSION, OCTAVIUS COULD NOT HELP BUT ABSORB HIS SENSE OF RESPONSIBILITY. HE REDEDICATED HIMSELF TO SELFLESS ACTS ON BEHALF OF INNOCENTS, BUT HIS SENSE OF SUPERIORITY MADE OTTO A DIFFERENT KIND OF HERO.

AFTER DYING TO SAVE THE WOMAN HE LOVED, OTTO'S CONSCIOUSNESS SELF-RESURRECTED IN THE FORM OF A BODY CLONED FROM HIS AND PETER PARKER'S GENETIC MATERIAL. OCTAVIUS TOOK ON THE CIVILIAN ALIAS ELLIOT TOLLIVER AND, IN COSTUME, CALLED HIMSELF SUPERIOR OCTOPUS. HE RELUCTANTLY ALLIED WITH THE HYDRA OCCUPATION GOVERNMENT IN AN ATTEMPT TO RESCUE PARKER INDUSTRIES FROM PETER'S MISMANAGEMENT, BUT WHEN HE FAILED AND HYDRA FELL, OTTO RETURNED TO PERFECTING THE ART AND SCIENCE OF HEROISM WITH HIS BEST ALLY--HIMSELF.

SAN FRANCISCO.

...AND HE DOES IT RIGHT ON MY FRONT STOOP!

THIS CITY *HAS* TO DO SOMETHING ABOUT THE HOMELESS PROBLEM.

GOOD LUCK WITH THOSE BLEEDING HEARTS ON THE COUNCIL. THEY SAY IT'S *OUR* FAULT FOR RAISING THE COST OF LIVING. *EXCUSE ME* FOR HAVING SKILLS AND A GOOD JOB!

KSSHH

AAAH!

SMASH

OL' *DIGGER'S* BACK, AND I'VE DUG UP A MOIST, MAGGOTY MEAL OF A MANUSCRIPT FOR YOU TONIGHT.

IT'S ABOUT A BUNCH OF ONE-PERCENT TECH BROS WHO BLEED A PROUD OLD CITY DRY...THEN THE SAME THING HAPPENS TO THEM!

I CALL IT "*GENTRIFEARCATION!*"

YES, VERY CLEVER, DIGGER. NOW PLEASE SHUT UP.

ATTENTION, RICH PEOPLE! I AM *DANSEN MACABRE*, HERE TO ANNOUNCE THAT THE *NIGHT SHIFT* IS BACK TO RETURN SAN FRANCISCO TO ITS FORMER GLORY.

YOU WILL TURN OVER ALL YOUR MONEY, CREDIT CARDS, AND ELECTRONIC DEVICES TO THE *BROTHERS GRIMM*...

I'M GETTING MORE STUFF!

I'M GETTING *BETTER* STUFF!

...WHILE *SKEIN* RELIEVES YOU OF YOUR EXPENSIVE CLOTHES.

FYI, MOST OF THESE "*BESPOKE*" CLOTHES ARE MADE IN CHINA.

YOU MESSED UP. I GET PAID FOR *SECURITY*, TOO!

BLAM

EVERYONE'S A CRITIC!

GREAT TIME FOR A LESSON, FOLKS. IF YOU CROSS US...

...THE *WAXMAN* COMETH!

HEH. I LOVE WATCHING THE BLOOD VESSELS IN THEIR EYES BURST...

ENOUGH!

YOU HAVE TRANSGRESSED MIGHTILY, NIGHT SHIFT.

FOR THIS CITY IS NOW UNDER THE PROTECTION OF THE SUPERIOR OCTOPUS

WAIT, SINCE WHEN IS *DOC OCK* IN TOWN?

THAT'S AN UNEXPECTED TURN OF-- *BLGH!*

SQUIP

BACK OFF, OCTAVIUS. THIS IS *OUR* SCORE. GO ROB A BANK OR SOMETHING.

UNSURPRISINGLY, YOUR LISTENING SKILLS ARE LACKING. I AM NO THIEF.

I AM, AT LONG LAST, THE *HERO* SAN FRANCISCO DESERVES.

YOU'RE A NUTJOB. AND YOU'RE GONNA BE A *DEAD* NUTJOB--

=GASP=

--AAAGHH!

REEEEE

MY SONICS ARE CALIBRATED FOR *SYMBIOTES*...BUT WITH A MINOR ADJUSTMENT, THEY'RE JUST AS EFFECTIVE AGAINST YOU, GROTESQUERIE.

MY COSTUME IS COMPOSED OF UNSTABLE MOLECULES OF MY OWN DESIGN, AND QUITE IMMUNE TO YOUR POWERS, SKEIN.

AS FOR YOU, MS. MACABRE, MY GOGGLES ARE MOST EFFECTIVE IN COUNTERING YOUR HYPNOTIC DANCE.

WHILE THE BROTHERS ARE SIMPLY *DOLTS*, EASILY DEALT WITH AS SUCH.

WHRAK

OOF!

NOW. I CAN EASILY APPREHEND YOU, OPENING YET ANOTHER CHAPTER IN A FAILED LIFE OF INCARCERATION AND DISAPPOINTMENT.

OR, YOU CAN LISTEN TO MY PROPOSITION.

THE GAME'S STILL IN YOU, *HUH?* FIGURED YOU COULDN'T GO STRAIGHT. WHAT'S THE OFFER?

I AM NEW TO THE CITY AND A BUSY MAN. I REQUIRE...AGENTS WHO CAN KEEP ME INFORMED.

YOU WILL COMMIT NO CRIMES. I SHALL COMPENSATE YOU FROM MY OWN FUNDS, FAR MORE THAN YOU WOULD EARN FROM STEALING.

THIS IS NOT A NEGOTIATION. ACCEPT MY TERMS OR SUFFER THE CONSEQUENCES.

YOU WANT US TO BE YOUR... *HENCHMEN?*

HEY, MONEY'S MONEY. WORKS FOR ME. YOU'VE GOT A DEAL.

NOW *THERE'S* A TWIST, *EH*, CORPSE-CHUMS? FORMER BIG BAD, TRYING TO BE A BIG GOOD. CAN IT WORK, OR IS HE ABOUT TO FIND OUT AN OCTOPUS CAN'T CHANGE ITS--

SILENCE.

RETURN THEIR BELONGINGS TO THESE PEOPLE. YOU SHALL RECEIVE FURTHER ORDERS IN DUE COURSE. YOUR FIRST PAYMENT IS ALREADY IN YOUR ACCOUNT.

CROSS ME...AND YOU WILL LIVE JUST LONG ENOUGH TO REGRET IT.

SQUIP

SO ARE WE GOOD GUYS NOW, OR...?

WHO THE HELL KNOWS THESE DAYS.

THE NEXT MORNING.

A FINE NIGHT'S WORK.

AUTO EMPIRE

THE NIGHT SHIFT WILL WIDEN MY REACH. OF COURSE I COULD HAVE CREATED AN ARMY OF *OCTOBOTS* FOR SCOUTING...

BUT SIMPLE RECONNAISSANCE IS INADEQUATE. THE CITY MUST KNOW OF MY PRESENCE. AND IN TIME, MY *REPUTATION* WILL DO AS MUCH GOOD AS MY ACTIONS.

IN THE PAST, CALIFORNIA HAS SUFFERED THE *"PROTECTION"* OF WEAKLINGS SUCH AS *DAREDEVIL*, *GOLIATH* AND THE ORIGINAL *SPIDER-WOMAN*...

...TO SAY NOTHING OF THE CHILDREN CURRENTLY PLAYACTING AS *WEST COAST AVENGERS*.

FOOLS WHO *REACT* TO THREATS, AND INEFFECTIVELY AT THAT. THE REIGN OF THE SUPERIOR OCTOPUS SHALL BE DIFFERENT.

MY THREAT ASSESSMENT INDICATES THE GREATEST POTENTIAL CHALLENGES COME FROM *COUNT NEFARIA*, *MASTER PANDEMONIUM* AND *GRAVITON*.

ALL POSSESSED OF NEAR-GODLIKE POWER... POTENTIALLY DEADLY ADVERSARIES.

AND UNDER MY *CURRENT* CIRCUMSTANCES, NO THREAT TO ME WHATSOEVER.

BUT DAWN HAS BROKEN. I MUST BE GOING.

HOW FAR I'VE COME. IN MY OLD FORM, I WOULD BE EXHAUSTED AFTER SUCH A NIGHT. BUT THIS *PROTO-CLONE** BODY REQUIRES MINIMAL SLEEP.

THE PERFECT SYNTHESIS OF THE *POWERS* OF SPIDER-MAN AND THE INHERENT GREATNESS OF *OTTO GUNTHER OCTAVIUS*, WITH THE VAGARIES OF AGE AND TIME REMOVED.

TRULY I HAVE ASSUMED MY ULTIMATE FORM...AND MY MOST FITTING ROLE.

**CREATED IN THE CLONE CONSPIRACY EVENT! --PROTO-NICK*

PROFESSOR TOLLIVER!

I LOVED THE WAY YOU EXPLAINED MIND-MACHINE SYNTHESIS. IT WAS DOWNRIGHT *POETIC.*

I STILL HAVE QUESTIONS. WHEN ARE YOUR OFFICE HOURS? I WAS HOPING FOR SOME *ONE-ON-ONE* TIME.

OFFICE HOURS... AN ARCHAIC CONCEPT. KINDLY ASK YOUR QUESTIONS IN CLASS, WHERE *ALL* MAY BENEFIT FROM MY EXPLANATION. EXCUSE ME, LADIES...

HITTING ON THE TEACHER? COULD YOU *BE* MORE CLICHÉ?

HEY, HE'S GOT THE WORLDLINESS OF AN OLDER GUY, BUT HE'S CLOSE TO OUR AGE. HE'S A *UNICORN.*

HMM. I'VE LARGELY AVOIDED THE RESEARCH AREAS *OTTO OCTAVIUS* WAS KNOWN FOR, BUT IF MY STUDENTS RESPOND SO STRONGLY, PERHAPS I SHOULD BE MORE BOLD--

OH, NO. STAY CALM, OTTO. *COLLECT YOURSELF!*

YOU CAN MEET THIS CHALLENGE. YOU MUST... OR *ALL IS LOST!*

GOOD DAY, PROFESSOR MARCONI. MAY I... *HELP* YOU WITH SOMETHING?

SORRY. DIDN'T MEAN TO STARE. DEFINITELY ANNOYING WHEN PEOPLE DO IT TO ME.

IT'S JUST, I COULD *SWEAR* WE'VE MET BEFORE. A TED CONFERENCE, MAYBE?

TED CONFERENCE? *FEH.* A WASTE OF MY TIME...AND, FROM WHAT I'VE SEEN OF YOUR WORK, *YOURS.*

POOL! YOU'RE FAWNING OVER HER! COULD YOU POSSIBLY BE MORE OBVIOUS? ALLAY HER SUSPICIONS!

PERHAPS OUR PATHS CROSSED PROFESSIONALLY? WHERE DID YOU WORK BEFORE THIS?

PARKER INDUSTRIES, BOTH LONDON AND NEW YORK. BEFORE THAT, I WAS DOING MY POST-GRAD AT ESU.

AH. THAT EXPLAINS IT. WHILE I DIDN'T FORMALLY STUDY THERE, I OCCASIONALLY AUDITED LECTURES AT THE UNIVERSITY WHEN I WAS IN TOWN.

A FINE INSTITUTION, BUT MANHATTAN IS A BIT...CROWDED FOR MY TASTE.

I LOVE IT. BUT I NEEDED A CHANGE AFTER I GOT OUT OF A...TOXIC RELATIONSHIP.

TURNED OUT HE WASN'T THE MAN I THOUGHT HE WAS.

I...CAN IMAGINE THAT WAS... DEVASTATING.

UGH, LOOK AT ME RAMBLING ON, LIKE YOU NEED TO HEAR ABOUT MY PERSONAL PROBLEMS. SORRY... ITALIANS. WE TALK!

HAVE A GOOD ONE, ELLIOT.

AND YOU, ANNA MARIA. AND YOU.

DOCTOR OCTOPUS WAS ACCUSED OF MANY CRIMES, AND WAS GUILTY OF MOST.

BUT NONE GREATER THAN THE ONE I PERPETRATED UPON THAT WOMAN.

I RATIONALIZED THAT I COULDN'T POSSIBLY REVEAL THAT THE MIND OF OTTO OCTAVIUS INHABITED THE BODY OF PETER PARKER.*

*IN THE CLASSIC **SUPERIOR SPIDER-MAN!** --NICK.

AND WHAT DIFFERENCE DID IT MAKE AS I BELIEVED THE SITUATION TO BE PERMANENT?

I TOLD MYSELF OUR ROMANCE WAS BASED UPON THE MEETING OF LIKE MINDS. THAT ALL ELSE WAS MERE DETAIL.

AS IF DEPRIVING HER OF AGENCY OF THE DATA NEEDED TO MAKE AN INFORMED CHOICE, COULD BE DISMISSED AS IRRELEVANT.

BLAST YOU, YOU SELFISH OLD FOOL!

SKRAASSHH

ELLIOT? ARE YOU OKAY?

FINE, DR. MODELL. I MISCALIBRATED THE PROSTHETIC'S POWER SETTINGS.

BUT I BELIEVE I'M NEAR A BREAKTHROUGH, SO IF YOU DON'T MIND--

OF COURSE! SORRY TO DISTURB. AS I HOPE I'VE MADE CLEAR, WE ***EMBRACE*** UNCONVENTIONAL APPROACHES HERE.

MODELL IS WORSE THAN A FOOL... JUST ENOUGH GENIUS TO BE DANGEROUS. HIS *UNCONVENTIONAL APPROACHES* IN NEW YORK LED TO ONE CRISIS AFTER ANOTHER.

HERE, I CAN MAKE UP FOR HIS INCOMPETENCE. BUT IF I SPENT THE REST OF MY LIFE TRYING, I COULD NEVER MAKE UP FOR MY CRIMES AGAINST ANNA MARIA.

BUT AS PARTIAL ATONEMENT, I WILL ENSURE SHE IS SAFE. THAT NOTHING EVER THREATENS HER...HURTS HER AS I SO CALLOUSLY DID.

TO DO SO, I MUST TAMP DOWN MY FEELINGS. TRANSFORM LOVE TO RESPECT. KEEP A DISTANCE BETWEEN US.

SHE MUST LIVE HER LIFE HAPPILY SAFELY

WITH NO IDEA THAT OTTO OCTAVIUS WATCHES OVER HER.

--AFTER LAST NIGHT'S BATTLE WITH THE NIGHT SHIFT, SAN FRANCISCO IS ASKING: WHO IS OUR NEW COSTUMED HERO?

YOU HAVE GOT TO BE KIDDING ME.

YOU HAVE *GOT* TO BE KIDDING ME...

THE BAY BRIDGE.
THAT NIGHT.

YOU'LL BE SAFE NOW, MADAM. I REGRET THE DAMAGE TO YOUR VEHICLE.

THAT'S ALL OF 'EM. THANKS, PAL. YOU'RE A LIFESAVER--LITERALLY.

I SUGGEST STRONGER CONSTRUCTION MATERIALS IN THE REPAIR. AND A CONTRACTOR WHO IS NOT AS INCOMPETENT AS THE LAST.

UH, I'LL PASS THAT ON. LISTEN, I GOTTA ASK--YOU GOT ANYTHING TO DO WITH ***DR. OCTOPUS?***

HE IS DEAD. I WAS MERELY INSPIRED BY THE BRILLIANT DESIGN OF HIS METAL ARMS.

GOTCHA. BUT, *UH*...WEREN'T YOU ONE OF THOSE GUYS WHO HELPED ***HYDRA*** TAKE OVER THE WORLD?

I-- THAT IS TO SAY--

MY MIND WAS BEING CONTROLLED. THEIR VILLAINOUS DR. FAUSTUS WAS BEHIND IT.

I FIGURED IT WAS SOMETHING LIKE THAT. WELL, AFTER TONIGHT, YOU'RE OKAY IN MY BOOK.

NOT EXACTLY MY PLACE, BUT MAYBE THINK ABOUT RE-BRANDING. "*SUPERIOR OCTOPUS*" STILL SOUNDS KINDA...***HYDRA-ISH***, Y'KNOW?

AUTO EMPIRE

HYDRA UNCONSCIONABLE THAT I AM STILL TAINTED BY MY BRIEF ASSOCIATION WITH THOSE ZEALOTS.*

I WAS OBSESSED WITH RECLAIMING PARKER INDUSTRIES. REPAIRING THE DAMAGE THAT BUMBLER WAS DOING TO THE COMPANY I BUILT.

I SHOULD HAVE EXERCISED GREATER DISCRETION.

*IN SECRET EMPIRE! --HAIL NICK

HOWEVER, THAT FIREMAN WAS EXCEEDING *HIS* STATION WITH HIS IMPERTINENT SUGGESTION.

THE PUBLIC HAS FORGIVEN THOR AND OTHER COLLABORATORS A FEW MORE HEROIC DEEDS, AND THEY WILL FORGET THE SUPERIOR OCTOPUS WAS EVER PART OF--

HAIL HYDRA! IMMORTAL HYDRA!

CUT OFF ONE HEAD AND TWO MORE SHALL TAKE ITS PLACE!

GREETINGS, HERR OCTAVIUS. IT HAS BEEN FAR TOO LONG.

IT IS TIME WE DISCUSS OUR NEXT STEPS TOWARD RE-CREATING THE GLORY OF HYDRA, WOULDN'T YOU SAY?

I SAY *HOW DARE YOU*, ARNIM ZOLA.

HOW DARE YOU AND THIS... RABBLE TRESPASS UPON MY PROPERTY?

*YOU ARE HYDRA. THUS IT IS **HYDRA'S** PROPERTY.*

I AM NO SUCH THING! I UPHELD MY PART OF OUR BARGAIN, EVEN AS I KNEW YOUR RECKLESS SCHEME OF CONQUEST WAS DOOMED TO FAILURE.

I OWE YOU ***NOTHING!*** I AM HYDRA ***NO MORE!***

ONE DOES NOT "LEAVE" HYDRA, AS IF IT WERE AN EMPLOYER OR A POLITICAL PARTY.

*ONCE ONE IS HYDRA, ONE REMAINS HYDRA. UNTIL **DEATH.***

UNDERSTOOD AND ACCEPTED.

THE DEATH SHALL BE YOURS.

THE DIE IS CAST!

QUITE AN IGNORANT STATEMENT FROM SUCH A LEARNED MAN. ARNIM ZOLA **CANNOT** BE KILLED.

YOU UNDERESTIMATE MY CAPABILITIES, FOOL.

YOUR MAD, ARCHAIC CONSCIOUSNESS ***WILL*** DIE HERE, FOREVER!

AMUSING THAT YOU THINK I POSSESS BUT ONE CONSCIOUSNESS.

AND YET, IRRELEVANT. IT SHALL NOT BE I WHO PERISHES THIS DAY.

I ANTICIPATED YOUR RECALCITRANCE. AND PLANNED ACCORDINGLY.

SNAP

AGGH!

WHO--?

HAIL HYDRA!

THE GORGON?

YOU WERE ON THE HIGH COUNCIL, SHISHIDO. ARE YOU SO DEBASED FOLLOWING ITS DEFEAT THAT YOU SERVE AS ERRAND BOY FOR THIS FANATIC?

THAT IS NOT QUITE TOMI SHISHIDO. AS S.H.I.E.L.D. HAD ITS **LIFE-MODEL DECOYS**, I CREATE BIO-DUPLICATES OF OUR TOP OPERATIVES.

OF COURSE, MINE ARE FAR SUPERIOR, MADE WITH THE GENETIC MATERIAL OF THE ORIGINAL.

THIS GORGON IS PERHAPS NOT AS SKILLED AS HIS PROGENITOR, AND CERTAINLY NOT AS INTELLIGENT... BUT FAR MORE ACCOMMODATING.

BRING THE TRUE GORGON IF YOU WISH! BRING THE ENTIRE HIGH COUNCIL!

IF I MUST EXTERMINATE ALL OF HYDRA, SO BE IT!

SQUIP

RRAAGGHH!

SHNGG

FASCINATING. HE IS INDEED AS FAST AS THE TRUE GORGON.

BUT YOUR PATHETIC NEED FOR SLAVISH LOYALTY UNDOES YOU, ZOLA.

WHROK

YOU ROBBED HIM OF INITIATIVE...OF *CREATIVITY.*

I AM WORKING WITH FAUSTUS TO INCREASE INDEPENDENT THOUGHT WHILE RETAINING LOYALTY IN THESE BIO-DUPLICATES.

JUST THE SORT OF PROJECT ON WHICH WE COULD USE YOUR INPUT.

YES, I'M SURE YOU COULD! BUT I AM A FORCE FOR GOOD, WHILE YOU ARE TIN-PLATED WOULD-BE DESPOTS.

HAH. YOU POOR, DELUDED FOOL.

PUTTING ASIDE YOUR ANTIQUATED NOTIONS OF "GOOD" AND "EVIL," CAN YOU REALLY BE SO IGNORANT OF YOUR OWN NATURE?

IT IS WITHIN THE NAME YOU GIVE YOURSELF! YOU RECOGNIZE YOUR SUPERIORITY! YOU **REVEL** IN IT!

YOU ACKNOWLEDGE THAT THE RABBLE REQUIRE GUIDANCE AND A STRONG HAND, FOR THEIR OWN BENEFIT! A STRONG HAND ONLY **HYDRA** CAN PROVIDE!

HRAAHH!

AS EVER, FOOL, YOU HAVE THE RIGHT DATA, BUT REACH THE WRONG CONCLUSION.

WHICH IS WHY YOU *LOSE.*

SHRRTTCHH

NRAAHH!

I AM THE FOOL, OCTAVIUS?

IT IS NOT I WHO EXPOSED THE GORGON'S **GREATEST WEAPON.**

NO!
I--
--MUST--
IMPRESSIVE REFLEXES, OTTO. YOU DO MOVE QUICKLY.
YET NOT QUICKER THAN THE GORGON'S GAZE, WHICH TURNS MEN TO STONE.
WELL, HE HAD HIS CHANCE. AND IF HE WILL NOT AID US DIRECTLY, HE MAY DO SO AS AN EXAMPLE.
GORGON... BREAK HIM.

SKRASSH

SO END THE ENEMIES OF HYDRA.

HAIL HYDRA! IMMORTAL HYDRA! CUT OFF ONE HEAD AND TWO MORE SHALL TAKE ITS PLACE!

PROVE IT.

WHSSTT

IT APPEARS THE EVIDENCE DOES NOT SUPPORT YOUR CLAIM.

IMPOSSIBLE!

OH, YOU THOUGHT *YOURSELF* THE WORLD'S GREATEST CLONING SCIENTIST?

I AM!

NO ONE ELSE HAS CRACKED PERSONALITY TRANSFERENCE!

KRRKKLL

SHZZAAT

AND I HAVE NEVER SHARED MY SECRET WITH ANYONE!

HOW DID YOU STEAL IT?

I DID NOT.

I EXCEEDED IT.

KNNCH

I HAVE MOMENTARILY OPENED THIS BASE TO SIGNALS, ZOLA, AS I WANT YOUR PERSONA TO RETURN TO ONE OF YOUR OTHER BODIES.

CARRY THIS MESSAGE TO YOUR CRONIES: OTTO OCTAVIUS HAS REJECTED HYDRA AND ALL IT STANDS FOR.

TELL THEM ALL WHO CROSS ME SHALL RECEIVE SIMILAR TREATMENT! FOR I AM NOT MERELY SUPERIOR...

...I AM UNSTOPPABLE!

AS I HAVE EXCEEDED YOU.

SHRRUTCH

ONCE AGAIN ZOLA AND HIS ILK ARE UNDONE BY THEIR PRIDE.

TRUE, THE CLONING TECHNOLOGY I PERFECTED BASED ON MILES WARREN'S FLAWED DESIGN DID NOT ALLOW FOR PERSONALITY TRANSFER.

EACH NEW CLONE HAD TO BE GROWN FROM THE CELLS OF THE DECEASED IN ORDER TO RETAIN ITS MEMORIES.

BUT OTTO OCTAVIUS LEARNS FROM EVERY ENCOUNTER. IT DID NOT ESCAPE ME THAT THOSE OTHER-DIMENSIONAL ENERGY VAMPIRES, THE INHERITORS, *DID* POSSESS SUCH AN ABILITY.

ENDLESS CLONE BODIES INTO WHICH THEY COULD TRANSFER THEIR MINDS AT THE INSTANT OF DEATH.

AND AT LONG LAST, I HAVE ***RE-CREATED*** THEIR CLONING TECHNOLOGY FROM ***MEMORY***. AND CONTINUE TO IMPROVE ON IT, AS ONLY I CAN.

OTTO OCTAVIUS HAS ***CONQUERED DEATH!***

I AM IMMORTAL!

I AM SUPERIOR!

WHO CAN STAND AGAINST ME NOW?

Earth-001. Formerly Loomworld.

WELL, THAT'S THE LAST OF IT.

"Check In"

EVERY PIECE STOLEN FROM EVERY WORLD THE INHERITORS CONQUERED, FINALLY RETURNED. LOOMWORLD IS NO MORE.

I NEVER THOUGHT I'D BE SO PROUD OF DESTROYING THE WORLD.

HAPPY END OF THE WORLD

HEY, WHERE'S THE LOUDMOUTH ONE?

HOBIE? I DON'T KNOW. HE SAID HE HAD SOMETHING TO DO.

WHY?

Earth-138, the Bowery Commune.

HAIL THE RED SKULL!

NO REASON.

...HEH HEH...

HOBIE'S LUNCH

IT WAS KIND OF THEM, WASN'T IT?

BILLY?

IT WAS KIND OF THEM NOT TO BRING IT UP, TO PUT ON A BRAVE FACE FOR THE PARTY.

BILLY, I DON'T UNDERSTAND...

THEY ALL HAVE THEIR WORLDS TO GO HOME TO.

WHEREAS YOU AND I, OLD BOY...

...WE JUST FINISHED TAKING APART THE ONLY WORLD WE HAD LEFT TO US.

IT WAS THE RIGHT THING TO DO. MY FAMILY CONQUERED AND STOLE WITH SUCH RAPACITY--

YOU DON'T NEED TO TELL ME ABOUT IMPERIALISM, KARN. I'M CAPTAIN BRITAIN, REMEMBER?

NO. I DON'T REGRET ENDING LOOMWORLD.

BUT IT WAS HOME, IF EVEN FOR A LITTLE WHILE. NOW IT'S JUST YOU AND I RATTLING AROUND IN THE GREAT HALL.

PERHAPS WE SHOULD RENAME IT. THE HALL OF SPIDERS? THAT HAS A NICE SOUND TO IT.

I AM GLAD YOU ARE HERE, BILLY.

I THINK...

I THINK YOU ARE MY GREATEST FRIEND.

YOU KNOW WHAT? I THINK YOU'RE PROBABLY MY GREATEST FRIEND TOO.

DEEET DEET DEET DEET DEET

WHAT--

DEET DEET DEET DEET

IT IS A SIGNAL...FROM EARTH-616!

AN INHERITOR CLONING ENGINE, REQUESTING A REINCARNATION PROTOCOL-- A GENETIC TEMPLATE TRANSMISSION!

SOMEONE ON EARTH-616 IS USING INHERITOR CLONING TECHNOLOGY?!

KARN, IF JENNIX CAN SEND OUT A RESURRECTION CODE...

DEET DEET DEET DEET

IMPOSSIBLE, THEY HAVE NO WAY OF BROADCASTING BETWEEN DIMENSIONS. THEY--

OH NO.

KARN! TALK TO ME!

DEET DEET DEET

3145

616

CHIRRUP!

WE GAVE THEM THE TRANSMITTERS.

BILLY, THE SPIDER-BOTS WE SENT TO CHECK ON MY FAMILY...*THEY* CAN BROADCAST THE SIGNAL ACROSS DIMENSIONS!

YOU NEED TO BLOCK THE SIGNAL!

IT IS TOO LATE.

WE ARE ALREADY DEAD.

THE CLONING ENGINE WILL BE GROWING THEM STRONG NEW BODIES, DOWNLOADING THEIR PERSONA-TEMPLATES INTO--

THEN WE'LL KILL THE CLONING ENGINE BEFORE IT'S FINISHED!

CALL THEM, KARN! GET THE WEB-WARRIORS BACK HERE AND READY TO GO!

BILLY...

WE WERE LUCKY, LAST TIME, TRICKING THEM.

NO ONE CAN FIGHT THE INHERITORS AND WIN.

I KNOW.

BUT I'LL DIE TRYING, IF THAT'S WHAT IT TAKES TO KEEP ANOTHER WORLD FROM BEING DESTROYED.

EDGE OF SPIDER-GEDDON #1
"SELLOUT"

EARTH-138.

BIG DAY

OOF!

I GOT TWO RULES, THUNDERSTRIKE.

TWO.

BEAT ON THE BRAT

WHEN TEENAGE SQUATTER HOBIE BROWN IS BITTEN BY A RADIOACTIVE SPIDER CREATED BY ILLEGAL WASTE DUMPING, HE BECOMES...

THE ANARCHIC SPIDER-MAN SELLOUT

NO GODS, NO MASTERS.

AND YOU, ERIC MASTERS, BROKE BOTH OF 'EM.

MY POWER COMES FROM THE ALL-FATHER, ODIN OF ASGARD, HIMSELF--

OH WORD? MINE'S FROM A BUG IN A TOXIC WASTE DUMP. NOW LISTEN UP.

I CAN'T MOVE YOUR STUPID HAMMER, SO HERE IT STAYS. YOU GET THE BRIGHT IDEA TO COME BACK FOR IT, YOU AND ME ARE GOING TO HAVE OUR OWN PERSONAL RAGNAROK-AND-ROLL, YOU FEEL ME?

NOW, IF THE RED SKULL WANTS TO TAKE ANOTHER POKE AT THE BOWERY COMMUNE, YOU TELL HIM I'M--

SPOOK

I MEAN, I GUESS THAT SENDS A MESSAGE TOO.

SO, WHO ARE YOU SUPPOSED TO BE, PAL?

SSZZRM

THE FUTURE!

BEHOLD KANG THE CONGLOMERATOR!

AHHHH. HOBIE BROWN. SPIDER-PUNK.

SPIDER-MAN. SO WHAT, YOU'VE COME ALL THE WAY FROM THE FUTURE TO GET YOUR TEETH REARRANGED, THAT'S WHAT THIS IS?

ON THE CONTRARY. THIS IS A BUSINESS TRIP. I AM HERE BECAUSE IN THE YEAR 2099, KANGCO INC. LTD. OWNS THE LIFE RIGHTS, IDENTITY, IMAGE, MERCHANDISING RIGHTS AND ALL INTELLECTUAL PROPERTIES ASSOCIATED WITH ONE HOBART "HOBIE" BROWN, A.K.A. SPIDER-PUNK.

SPIDER-MAN. AND...WHAT?

YOU'RE A DEAD MAN!

WHAT THAT MEANS, SPIDER-PUNK--

SPIDER-- YOU KNOW WHAT, FORGET IT.

--IS THAT I OWN YOU. OR RATHER, YOUR IMAGE. HEROES OF YOUR TIME ALL TURN ME A TIDY PROFIT. THE DOLLS, THE T-SHIRTS, THE COMICS...

...WELL, THE COMICS DON'T MAKE ME MUCH.

BUT THE FILMS! AH, THE FILMS!

YOU'D NEED AN ATOM BOMB. WHERE WAS I...AH, YES. INNOVATION. I'VE COME TO TAKE YOU WITH ME, SPIDER-PUNK, BACK TO 2099. IMAGINE MY PROFITS, WITH THE GENUINE ARTICLE. THE ORIGINAL SPIDER-PUNK.

WAIT. IN THE FUTURE, YOU TURNED ME INTO A CHARACTER?

OH YES! FAMILY-FRIENDLY, MEDIA DARLING, EDGY, BUT JUST ENOUGH! THE FABULOUS SPIDER-PUNK!

UH, YEAH, OKAY.

OH YEAH? YOU AND WHAT ARMY?

ANARCHY!"

THIS ONE.

ANARCHY!"

ANARCHY!"

ANARCHY!"

COME ON, THEN!

BEAT ON THE

FIGHT THE POWER!"

FIGHT THE POWER!"

LET'S GO!

FIGHT THE POWER!"

ON THE BEAT

CAFE

PUNK'S NOT DEAD!"

PUNK'S NOT DEAD!"

AAAGHH! SHUT UP!

THE STRUGGLE. I THINK THAT'S WHAT THEY LIKE ABOUT YOU, YOU KNOW. I THINK THAT'S WHY THEY BUY ANYTHING WITH YOUR MASK ON IT. THEY LOVE THE STRUGGLE.

REALLY? THEY JUST LOVE THE *IDEA* OF IT.

THEY LOVE A REBEL. BUT NOT A REAL ONE. NOT SOMEONE WHO WILL CHALLENGE THEIR COMFORT AND CONSUMPTION.

THAT'S WHY WE'LL SMOOTH OUT JUST ENOUGH OF YOUR ROUGH EDGES. PUT NEW, MARKETING-FRIENDLY DIALOGUE IN YOUR MOUTH.

YOU'RE A REBEL *WITH* A CAUSE IN 2099, SPIDER-PUNK. AND THAT CAUSE IS INCREASING THE PROFITS OF KANGCO INC. LTD.

WHAT WAS THAT? I'M SORRY, I COULDN'T HEAR YOU OVER THE SOUND OF YOUR FUTILITY.

SPIDER-MAN!

YOU'RE JUST DELAYING THE INEVITABLE!

YEAH, YEAH, YEAH.

CAPITALISM RULES!"

WELL? AFTER HIM!

CAPITALISM RULES!"

CAPITALISM RULES!"

CAPTAIN ANARCHY! CAP, WHERE YOU AT?

THE *ANNIHILATION WAVE* BROKE INTO HARLEM FROM THE NEGATIVE ZONE AND ARE TRYING TO PUT ON A SHOW!

WHY DO BUGS LIKE SURF MUSIC SO MUCH?

ZZZZZURFIN' BIRRRRD!

THEY'RE NIHILISTS! THEY WORSHIP THE "WIPE-OUT"!

I'LL BE THERE IN A MINUTE! LISTEN, I NEED THE TAPE!

THE TAPE? DAMN! ARE YOU SURE?

I NEED AN ATOM BOMB!

NOW THAT'S WHAT I CALL A...HEH..."FENDER BENDER"!

BOOO!

HIZZZ!

TERRIBLE!

GOOD TO SEE YOU, HOBIE.

YOU TOO, KARL.

HIZZZZ! IT IZZ THE ZPIDER-PUNK!

ARE YOU SERIOUS? SPIDER-MAN! IT'S SPIDER-MAN!

I DON'T SUPPOSE YOU BROUGHT BACKUP?

KIND OF. SHOULD BE HERE IN THREE... TWO...

THWIP!"

...ONE.

THWIP!"

THWIP!"

AHHH!

IZZZ MORE OF HIM!

KILL! KILL FOR SURF-ANNIHILUS!

THAT'S YOUR BACKUP?

YOU SURE YOU KNOW WHAT YOU'RE DOING? HE SAID HE WAS OUT OF THE SCENE. FOR GOOD.

IT'S COMPLICATED. LISTEN, YOU GOT THE TAPE?

:SIGH:

I KNOW. BUT I TOLD YOU, I NEED AN ATOM BOMB.

THRASHIN!"

WHAM

AAAAAAH--NOOOO!

THWIP

YES!

SPLATT

NO!

CHOMP

GET OVER HERE!

I UNDERSTOOD THAT REFERENCE!"

C'MERE, YOU LITTLE--

ALMOST... ALMOST GOT IT...

HIZZZZ!

SPIDER-PUNK!

IT'S SPIDER-MAN.

SSZZRRRRM

YOU'VE LED ME ON A MERRY CHASE, BUT IT ENDS HERE.

GIVE UP AND ACCEPT YOUR CORPORATELY MANDATED DESTINY!

WHO'S THIS MEATBALL?

SOME JABRONI FROM THE FUTURE. HE'S TRYING TO KIDNAP ME TO TURN ME INTO A SELLOUT OR SOMETHING. LOOK OUT, HE'LL TRY AND GRAB YOU TOO.

HMM. KARL MORGENTHAU. CAPTAIN ANARCHY. NO, HE IS OF NO USE TO ME. NOT MARKETABLE, NOT PROFITABLE.

WELL, NOW YOU'RE HURTING MY *FEELINGS.*

TAKE OFF, HOBIE. I'LL KEEP THIS BOURGEOIS SWINE OFF YOUR BACK TILL YOU'RE READY FOR HIM.

CAP, HE'S GOT FUTURE STUFF.

AND I GOT AN UNBREAKABLE SHIELD AND THE SUPER-INSURGENT SERUM. WORRY ABOUT *HIM.*

FIVE MINUTES, CAP. GIVE ME FIVE MINUTES AND THEN BUG OUT.

RRRRUDE!

COME AT ME!

FOOLS!

SZPOK

GOOD LUCK, BROTHER.

HEY, ROBBIE. BEEN A WHILE.

AAAAH!

HOBIE? WHAT DO YOU WANT?

A FAVOR. AND IT'S NOT ONE YOU'RE GOING TO WANT TO DO.

...OH.

NO. NO WAY.

NOT A CHANCE! I'M *OUT* OF ALL THAT, HOBIE! I'M DONE, YOU UNDERSTAND ME? ALL THAT CRAZINESS, THE FIGHTING, I'M *DONE* WITH THE SCENE.

I'M UP AGAINST A WALL, ROBBIE.

I GOT NO ONE ELSE TO GO TO.

YOU WERE WITH ME AND CAP WHEN WE TRASHED THE U-FOES AT THE HELLFIRE CLUB.

YOU, ME AND M.C. STRANGE PUSHED THE UNIVERSAL CHURCH OF TRUTH OUT OF QUEENS.

WE FOUGHT HYDRA IN OUR STREETS AND PUT THEM DOWN. I USED TO BE ABLE TO *COUNT* ON YOU, ROBBIE!

YOU USED TO BE ABLE TO *EXPLOIT* ME, YOU MEAN! I THOUGHT YOU WERE ALL ABOUT FREEDOM, HOBIE, NO BOOT ON ANYONE'S NECK, NO GODS, NO MASTERS? WELL, WHAT'S THIS SUPPOSED TO BE?

THIS IS ME ASKING A FRIEND FOR HELP. NOT FOR THE WORLD, NOT FOR THE CITY, JUST ME. YOU'VE GOT THE POWER TO STOP THIS KANG GUY--

AND WHAT, WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY?

FINE. STAY OUT OF IT. STAY OUT OF EVERYTHING. KEEP YOUR HEAD IN THE SAND.

THANKS FOR NOTHING.

SSSSSZZZZZRMM

HAVE YOU SATISFIED YOUR DEFIANT STREAK YET? ARE YOU READY TO COME ALONG QUIETLY?

QUIETLY?

I'VE NEVER DONE *ANYTHING* QUIETLY.

SZPOK

SZPOK

SZPOK

KRA KA KA KA KA

I WILL SHAPE YOU INTO THE PERFECT BRAND, SPIDER-PUNK. YOU WILL *COMPLY.*

SPIDER-MAN!

MEAT

ROBERT BRUCE BANNER, YOU BEAUTIFUL ATOM BOMB!

SZPOK

SSSSSSSSSSSS

SSSSSSSSSSSS

SSSSSSSSSS

GRRRRR...

KLUD

WHAMM

BOOM BOOM BOOM

I GOT ONE QUESTION FOR YOU.

WHY ME? WHY DIDN'T YOU WANT CAP?

FLAG-WAVING ANARCHIST... MIXED MESSAGES... NOT--

:KAFF KAFF:

--MARKETABLE... THOUGH UNIFORM TESTED WELL. BUT MOST IMPORTANTLY...

...KARL MORGENTHAU DIED OLD AND FAT AND IRRELEVANT. TURNING HIM INTO A BRAND WOULD HAVE BEEN POINTLESS.

YOU, HOWEVER... YOU DIED YOUNG, HOBIE.

LIKE EVERY GREAT, BANKABLE STAR.

I MEAN, SURPRISING NO ONE, I GUESS.

BUT STILL. YEEESH.

BUT I THOUGHT IF ANYTHING WAS GOING TO SNUFF ME, IT'D HAVE BEEN ALL THAT STUFF WITH THE INHERITORS, RIGHT?

HULK CONFUSED.

YEAH, RIGHT. SORRY, MAN. INSIDE BASEBALL.

OH FOR-- WHAT'S THE MATTER, YOU DIDN'T GET ENOUGH?

...OH. HEY, M--SPIDER-WOMAN.

HOBIE. I CATCH YOU AT A BAD TIME?

(IS THAT A PUNK HULK? GOOD GRIEF.)

I JUST GOT SOME INTERESTING NEWS REGARDING MY LIFE EXPECTANCY. NO BIGS.

IT'S THAT KIND OF DAY. SOMETHING'S COME IN ON THE WIRE. SOMETHING BIG. LIKE THE KIND OF BIG THAT BROUGHT US ALL TOGETHER THE FIRST TIME.

YOU'RE IN, RIGHT?

META

YUP.

THAT'S THE WAY I LIKE IT, BABY--

I DON'T WANNA LIVE FOREVER.

HAVE A GOOD WEEKEND, KIDS!

DON'T FORGET, YOUR PAPERS ON NEURO-MECHANICS ARE DUE MONDAY.

HEY!

YOU MUST BE THE PENI PARKER EVERYONE TALKS ABOUT.

COOL. JUST WONDERING IF WE COULD CHAT FOR A SEC?

UHH... YEAH. THAT'S ME.

I KINDA GOTTA BE SOMEWHERE--

OH MAN, YOU MUST THINK I'M A WEIRDO. I DIDN'T EVEN INTRODUCE MYSELF. I'M NEW HERE.

ADDY BROCK.

NICE TO MEET YOU. MAKE SURE PEOPLE DON'T SEE YOU TALKING TO ME. IT'LL RUIN YOUR CRED.

I'M NOT WORRIED ABOUT THAT. WHAT OTHER PEOPLE THINK IS THEIR PROBLEM.

WHAT *I AM* WORRIED ABOUT IS IF THE RUMORS ARE TRUE.

LOTS OF RUMORS FLY AROUND THIS PLACE. WHICH ARE YOU TALKING ABOUT?

ARE YOU THE PILOT? OF *Spildr?*

I HEARD DAREDEVIL PULLED YOU OUT OF CLASS. NOT THE MOST DISCREET--

YOU HAVE NO IDEA WHAT YOU'RE TALKING ABOUT.

PENI, HOLD UP. I'M JUST TRYING TO RELATE.
YOU DON'T KNOW ANYTHING ABOUT ME.
ALL I WANT IS SOME ADVICE!
WE'RE NOT FRIENDS.
YOU THINK YOU'RE SO SPECIAL. YOU'RE NOT!
OTHER PEOPLE CAN DO WHAT YOU DO!
OH. MY. GOD. YOU DON'T EVEN KNOW...
KNOW WHAT?
SORRY... GUESS I CAN'T TELL YOU. LIKE YOU SAID, WE'RE NOT FRIENDS.
WHATEVER...
WE COULDA MADE A KICKASS TEAM.
FYI! EVERYONE'S TOO AFRAID TO TELL YOU WHAT THEY REALLY THINK BECAUSE YOUR DAD DIED!

...THE U.N. ALREADY APPROVED THE BUDGET TO RECOMMISSION THE *SYM ENGINE.*

THEY WANT IT FIELD READY FOR NEXT MONTH.

BEN...HOW COULD YOU EVEN CONSIDER THAT AFTER LAST TIME?

THAT'S EXACTLY WHY I HAVE TO BE THE ONE TO DO IT, MAY.

DON'T YOU--

--OH. HI, PENI.

WHAT'RE YOU GUYS TALKING ABOUT?

JUST WORK...

HOW WAS SCHOOL? YOU SEEM MILDLY IRRITATED.

DO...DO YOU GUYS THINK I'M...WE'RE SPECIAL?

UH. I SUPPOSE IT DEPENDS ON THE CONTEXT.

ARE YOU REFERRING TO YOUR ABILITY TO PILOT SP//dr?

NO...

...YEAH. I GUESS.

YOU *ARE* SPECIAL. BUT YOU'RE ALSO JUST ONE PIECE OF A VERY INTRICATE PUZZLE.

WE'VE *ALL* BEEN TASKED WITH PROTECTING THE CITY AND SO THE PROGRAM WILL ALWAYS BE BIGGER THAN ANY ONE INDIVIDUAL.

YOUR FATHER UNDERSTOOD THAT BETTER THAN ANYONE.

THAT'S WHY WE'RE WORKING OVERTIME TO ENSURE YOU DON'T HAVE TO FACE EVERYTHING ON YOUR OWN...

WHAT DOES THAT *EVEN MEAN?*

THE THREATS TO OUR CITY ARE GROWING WORSE EVERY DAY.

IT SHOULDN'T BE AND CAN'T BE YOUR RESPONSIBILITY TO CARRY THAT BURDEN ALONE.

THAT'S SOOO VAGUE. IT SOUNDS LIKE YOU'RE RECITING A MISSION BRIEFING. JUST *TALK* TO ME.

YOU HAVE TO UNDERSTAND, EVEN WHEN WE WANT TO TELL YOU--

YOU'LL KNOW WHEN YOU NEED TO. OSCORP LIKES TO KEEP THINGS HIGHLY CLASSIFIED.

UGHHH. YOU ARE SO INFURIATING!

NO ONE TELLS ME ANYTHING!

MAY, WE'VE BEEN DEVELOPING THESE NEW WEB-TRAP MODS FOR WEEKS. THEY'RE NOT WORKING.

PROGRESS TAKES PATIENCE. COME HERE A MINUTE. I NEED AN EXTRA HAND.

LAST TIME WE TRIED TO USE THESE, THEY GOT JAMMED AND EXPLODED EVERYWHERE. MADE OUR RIGHT HAND TOTALLY USELESS.

THAT'S WHY WE HAVE TO KEEP WORKING ON IT.

I NEED YOU TO HOLD DOWN THAT LATCH.

THERE ARE SEVERAL PRESSURE RELEASE VALVES INSIDE THE ARM THAT CAUSE YOUR WEBS TO WORK. I'VE MADE A NEW AUXILIARY EJECTOR.

SO LOOK HERE. PLEASE.

I'M LOOKING.

GOOD. THEN YOU CAN SEE JUST HOW MANY CARTRIDGES YOUR SUIT HOLDS.

THIS LAST ONE HERE IS WHERE YOU NEED TO FOCUS TO TRIGGER THE WEB TRAP. I THINK IT SHOULD--

UHHH. I REALLY GOTTA PEE.

BE RIGHT BACK...

LOOKS LIKE YOU'RE ALL SET. I KNOW IT'S BEEN NONSTOP SINCE YOU GOT HERE, BUT WE'RE SO GLAD TO HAVE FOUND YOU.

DON'T MENTION IT. I LOVE BEING WITH *VEN#m*. I FEEL LIKE WE'RE REALLY GETTING TO KNOW EACH OTHER.

THAT'S WONDERFUL. THAT TYPE OF PSYCHOGENETIC COMPATIBILITY IS SO RARE.

I STILL DON'T REALLY UNDERSTAND HOW IT ALL WORKS.

I DON'T THINK *ANYONE* FULLY UNDERSTANDS IT.

BUT WHAT MAKES VEN#m SPECIAL IS ITS *SYM ENGINE.*

THAT'S WHAT ALLOWS IT TO WIRE INTO YOUR BRAIN TO CREATE THE LINK--

--WARNING! INCOMING THREAT!

ALL STAFF TO POSITIONS!

IF SP//dr FAILS, YOU'RE ALL WE'VE GOT.

YES, SIR. UNDERSTOOD.

PREPARE SP//dr FOR IMMEDIATE DEPLOYMENT!

PENI, MEET **M.O.R.B.I.U.S.** IT'S SUCKING MASSIVE AMOUNTS OF POWER FROM THE CITY.

DON'T GET TOO CLOSE. IT WILL DRAIN SP//dr'S ENERGY IF YOU'RE NOT CAREFUL.

WE'LL BE FINE. WE'VE FACED WORSE.

KEEP IT BUSY WHILE WE TRY TO LOCATE A WEAKNESS.

YOUR UNCLE HAS REQUESTED THAT YOU ONLY INCAPACITATE IT...

...OSCORP WANTS TO STUDY THIS... CREATURE.

PENI, YOU'VE NEVER FACED ANYTHING QUITE LIKE THIS. LISTEN TO OUR ORDERS VERY CAREFULLY.

BEN. SHE'LL BE FINE.

YEAH, YEAH. DON'T GET TOO CLOSE. DON'T KILL THE SQUID THING.

PENI, YOU NEED TO REMOVE THE TENDRILS FROM ANY ELECTRICAL SIGNALS.

WHAT DOES IT LOOK LIKE WE'RE DOING?

SEE? SHE HAS IT UNDER CONTROL.

SHE'S GETTING COCKY.

MEDIA MOGUL J. JONAH JAMESON RECENTLY ACQUIRED...

...GENE POP MAGAZINE!

GREAT. EVEN MORE PEOPLE READING THAT TRASH.

...SAVE A HEL OF A LOT WHEN YOU SHOP AT ASGARD.COM!

IT KEEPS REGURGITATING WHATEVER INFORMATION IT SUCKS UP. IT'S DEAFENING.

IT'S THE CREATURE'S DISTRACTION MECHANISM. DON'T LOSE FOCUS.

NO! WE'RE ENOUGH!

YOU NEED HELP.

CAN YOU GUYS HEAR ME...

...WE'RE LOSING POWER!

WE NEED TO REROUTE TO JUMP-START SP//dr'S BACKUP BATTERY.

THERE'S NO TIME. M.O.R.B.I.U.S. WILL TAKE OUT THE ENTIRE CITY BEFORE THEN.

YOU KNOW WHAT WE HAVE TO DO.

PREPARE VEN#M FOR IMMEDIATE DEPLOYMENT!

IT'S COMPLETELY DRAINED...

SP//dr LOCATED. VITALS REGULAR.

CLEAR TO MOVE IN ON TARGET.

YES, SIR. TIME TO END THIS.

...NEXT WEEK WILL BE A SCORCHER!

EXPECT TEMPERATURES TO RISE!

IT WON'T SHUT UP. ENGAGING SONIC DAMPENERS.

THERE ARE BLACKOUTS ALL OVER THE CITY. GET THIS THING OFF THE GRID. NOW.

ADDY, STOP. YOU'RE NOT TO KILL M.O.R.B.I.U.S.!

STOP, VEN#M, STOP! STOP!

IT'S NOT RESPONDING TO ME!

RETURN TO BASE IMMEDIATELY. THAT'S AN ORDER!

WE CAN'T GO BACK. THEY WILL KILL US.

YOU...YOU TALK?

WE DO MORE THAN TALK. WE ARE IN CONTROL. WE ALWAYS HAVE BEEN.

COMMS LOST. VEN#M'S DIAGNOSTICS ARE SPIKING. M.O.R.B.I.U.S.' ELECTRICAL CHARGE MUST HAVE OVERLOADED THE SYM ENGINE.

BEN, IF IT EXPLODES... IT WILL BE CATACLYSMIC.

THE ENGINE REQUIRES A MANUAL OVERRIDE.

YOU THINK I DON'T KNOW THAT?!

MAY, THIS IS TOO DANGEROUS.

IF IT BLOWS, WE LOSE BOTH OF THEM.

I CAN'T RISK THIS HAPPENING AGAIN--

SOMEONE HAS TO TAKE RESPONSIBILITY.

HELLO, MAY.

JUST HANG IN THERE.

EVERYTHING'S GOING TO BE...

VEN#m WON'T LET ME GO.

PLEASE... HELP. H-H-HELP. ME--US.

MAY? WHY'S SHE HELPING ADDY?!

I THOUGHT I WAS...

IT HURTS!

YOU'RE HURTING US!

BEN, VEN#M IS OUT OF CONTROL.

WHAT'S GOING ON? DIAGNOSTICS ARE STABILIZING. IS SHE OKAY?

THE SPIKING WASN'T THE SYM ENGINE OVERLOADING. IT'S SOMETHING ELSE...

BEN, YOU DIDN'T FIX IT. YOU DIDN'T EVEN FIGURE IT OUT--

I CAN FEEL IT... IT'S IN MY BRAIN!

IT'S CONSUMING HER--AHHHHH!

SYM

RED

PSYCHIC

REACHED

MENTAL

MAY, COME IN! MAY!

BEN, HOW *COULD* YOU? AFTER WHAT HAPPENED TO--

PLEASE...

KZZT-- PENI! PENI! COME IN!

UNCLE BEN!

I'VE FINALLY MANAGED TO REROUTE POWER TO SP//dr. YOU'VE GOT ABOUT FIVE MINUTES ON THE BATTERY.

I'VE LOST CONTACT WITH MAY. CAN YOU SEE WHAT'S GOING ON?

THAT THING I TOLD YOU NOT TO SEND...

...IT'S GOING CRAZY.

PENI, YOUR AUNT'S STILL INSIDE.

PLEASE, I NEED YOU TO BE CAREFUL.

IT'S FASTER THAN US.

WHY DON'T I HAVE ROCKETS?

WE DIDN'T TEACH ADDY HOW TO USE THOSE...

ADDY! MAY! CAN YOU HEAR ME?!

ADDY IS NO LONGER.

MAY IS NO LONGER.

WE ARE ONE. WE ARE VEN#m.

...PENI... YOU CAN'T FIGHT IT. JUST COME BACK.

NO. I HAVE TO FIND OUT.

ADDY KNEW YOU WERE WEAK. WE KNEW IT, TOO.

SP//dr IS IN CRITICAL CONDITION.

MAY WANTED YOU TO FAIL.

LIAR!

MAY ALWAYS WANTED SP//dr TO BE BETTER. TO BE THE BEST WE COULD BE.

THAT'S WHY SHE HELPED US DEVELOP THESE WEB-TRAPS.

I KNOW MAY LO--TRUSTED SP//dr.

BEN, THERE'S NO ONE INSIDE.

HOW IS THIS EVEN POSSIBLE?

HOURS LATER.

PENI... I BROUGHT YOU A CUP.

I DON'T DRINK COFFEE.

I... UH. RIGHT.

I'M... SORRY ABOUT AUNT MAY.

ME TOO. BUT YOU HAVE NOTHING TO BE SORRY ABOUT. IT'S NOT YOUR FAULT.

I BET MY DAD NEVER WOULD HAVE LET THEM DIE.

I DON'T KNOW...

AFTER YOUR DAD--WHEN YOU CAME INTO OUR CARE, MAY AND I WERE SCARED.

WE DIDN'T ASK FOR IT.

I KNOW THE FEELING.

I KNOW I HAVEN'T BEEN THE BEST FATHER TO YOU...

MAY WAS ALWAYS PUSHING ME TO CHANGE. TO TAKE *RESPONSIBILITY.* BUT I RESISTED.

WHY? IS IT BECAUSE OF WHAT HAPPENED TO MY DAD?

YES.

EVERY TIME I LOOKED AT YOU, I USED TO SEE A REMINDER OF *MY FAILURES...*

PENI, THERE'S NOT MUCH TIME--

UHH. AM I INTERRUPTING SOMETHING? LOOKS LIKE YOU GUYS ARE KINDA HAVING A MOMENT.

BEN? I COULD STAY?

NO. GO. DUTY CALLS.

SPIDER-BEN AND PETEY!

STOP IT.

RRRGH.

DEAD.

HA. YOU MEANT EXTINCT, RIGHT?

HRMPH.

STACY'S

GOT ALL KINDS OF CHARGERS BACK HERE, THOUGH.

WANT ME TO TRY?

HRMPH.

NOTICED YOU'RE IN HERE A LOT LATELY.

BEEN *TRYING* TO GIVE YOU YOUR SPACE...

"BUT"?

MMMMGHF!

BUT, WELL, SOMETIMES...

BOP!

SOMETIMES YOU SEE A PROBLEM AND JUST CAN'T HELP YOURSELF, RIGHT?

HMF.

JUST SAYIN'--YOU AND YOUR FISTS DID ME A SOLID STOPPIN' THIS GOON.

AND IF YOU'LL LET ME...

"...MY EARS CAN RETURN THE FAVOR."

HNNG.

JAMESON'S

AND SHINE!

MENACE!

YOU'RE A BY-DAMNED MENACE!

SPIDER PETE FTW

YEAH. WELL...

I KNOW YOU ARE BUT WHAT AM I?

Up next

JJJLOLOL" Dubstep Mix xXxixXx. ~20

PFFBT!

MENACE!!!

Galactus Intoleran

RRRAGGGH!!

HA HA

SO, IF YOU'D LIKE, WE CAN BRING YOUR NEPHEW IN AND TALK TO HIM TOGETHER.

I DON'T KNOW. HE'S...

...HA PERDIDO TANTO EN ESTE EDIFICIO.

I'M SORRY, MRS. PARKER. I DON'T--MY SPANISH ISN'T VERY--

NO, DOCTOR...

"LET'S ALLOW PETER TO STAY A KID A DAY LONGER."

C'MON, UNCLE BEN. PLEASE?

MY PRESCRIPTION IS ON THIS DAMN CONTRAPTION SOMEWHERE, PETEY.

I NEED IT.

ENTER HERE

NYC TAXI

ARMY MELEE

24 hrs

pharm

JUST LIKE YOU NEED TO LIVE WITHOUT IT FOR A WHILE.

GROAN

I'M SORRY, SIR. YOUR PROVIDER IS NO LONGER IN OUR NETWORK.

BUT MEDICAID WILL STILL COVER SOME OF THE PAIN MEDICATION COSTS...

...IF YOU HAVE A VALID PIN NUMBER.

"LAPSED? WHAT DO YOU MEAN THE POLICY HAS LAPSED?"

OKAY, OKAY... FINE. JUST PAIN MEDS FOR NOW.

LET ME FIGURE OUT HOW TO CLOSE THIS KID'S DAMN APPS AND I'LL--

AGH! JAMESON! THIS IS COFFEE?!

SMELLS LIKE MY UNCLE'S "HAPPY CABINET!"

N24 hrs

pharm

NO PETER

JAMESONS

RISE AND

JAMESON'S

BANG BANG

WHEN I WOKE UP, I WAS LIKE THIS.

WAIT. THE BULLETS TURNED YOU INTO--

HEH. NO. BLOOD TRANSFUSION.

OH. FROM THE BOYZ? HUH.

"I ALWAYS THOUGHT HE GOT IT FROM YOU."

PETER...

MIDTOWN TIGERS

"PETER, WHAT IN THE HELL HAVE YOU DONE?"

NI SIQUIERA LO SABES, CHICO.

NO TIENES NI IDEA DE LO QUE HACES.

CHK

HMM. NO, SEE...

I GET IT. I UNDERSTOOD EVERY WORD, JERK.

PROPERTY OF

SON MATONES COMO TÚ QUE NUNCA SABEN LO MÁS MÍNIMO DE GENTE COMO...

SQUEAK

SKRAK

SI ME ENTIENDES...

¡NO TIENES NINGÚN EXCUSA!

UM. YOWCH?

HEY, PAL!

UH...

DAMMIT, I DON'T GOT A ONE-LINER.

WHATEVER. YOU KNOW HOW THIS GOES.

WAK

WAK

WHUP

WAK-ZAP

HNNNF... HNFF...WAIT. I *GOT* ONE.

LUNCH BREAK, PAL.

ENJOY YOUR KNUCKLE SANDWICH.

KRAK

KRAK

KRAK

HELL YEAH, UNCLE--

UH... UNCLE SPIDER-MAN?

YEAH. YEAH, NOT SO BAD...

"MAYBE NOT SO BAD FOR AN OLD MAN?"

...THE AREA, KNOWN FOR ITS PREDOMINANTLY LATIN AND HISPANIC AMERICAN COMMUNITY, WAS ALREADY A HOTLY CONTESTED CHOICE...

5'6

5'3

NEW YORK POLICE DEPT PRECINCT 80

33 2303912

OH MY GOD. WHAT DID WE JUST--

...ONE MADE MORE CONTROVERSIAL WHEN THE CONSTRUCTION DISPLACED MANY LONG-TIME ELDERLY RESIDENTS...

PETER-- WHAT IN THE HELL?!

OSCORP *STOLE* THOSE PEOPLE'S HOMES. AND FOR WHAT?

JUST TO BUILD *ANOTHER* DAMN STARK-BUCKS?

YEAH. THAT'S WHAT THE WRECKER SAID, BUT--WAIT. YOU DIDN'T--

YOU'VE BEEN WITH AUNT MAY ALL THIS TIME AND YOU STILL DON'T SPEAK ANY SPAN--

HE WAS JUST PROTECTING HIS NEIGHBORHOOD, PETER!

WELL, THAT STINKS. BUT IT DOESN'T MAKE WHAT HE DID OKAY.

HE WAS GOING TO TOPPLE A BUILDING. HE COULD HAVE HURT SOMEONE.

AND IF YOU WERE THE ONE WHO WAS HURT? YOU STOP TO CONSIDER THAT?

IT DOESN'T MATTER IF YOU'RE SPIDER-MAN, PETER. YOU'RE STILL OUR BOY.

YOU'RE STILL OUR *RESPONSIBILITY.*

SPIDER-MAN SAVED YOU, UNCLE BEN.

GAVE US THE SECOND CHANCE MY PARENTS NEVER GOT.

YEAH, I'M YOUNG. I KNOW--

BUT I'M OLD ENOUGH TO KNOW NO ONE KNOWS HOW LONG THEY'VE GOT.

ALL WE KNOW IS WHAT WE CAN DO RIGHT NOW.

THE GOOD WE *COULD* DO...

"IF WE DID IT TOGETHER."

SO WAIT. WHICH ONE OF US IS SPIDER-MAN?

HA. VERY FUNNY.

PETER. YOU'RE THIRTEEN.

YEAH? AND? I CAN LIFT A CAR OVER MY HEAD.

HA. STRENGTH DOESN'T MAKE YOU A MAN, SON.

OKAY.

WE CAN COMPROMISE.

HURNF.

OH, CAN WE NOW?

I'LL BE "SPIDER-PETE." AND YOU CAN BE "SPIDER-BEN."

WOK

WHAT? THAT'S ABSURD.

THAT'S PRACTICALLY TELLING PEOPLE WHO WE ARE, PETER.

WHAT? NO WAY.

FOR ALL ANYONE KNOWS, WE'RE THOSE GUYS ON THE RADIO-- WE'RE "THE JIMSTER AND T-BIRD" UNDER OUR MASKS.

SERIOUSLY. GOTTA BE LIKE A MILLION PETERS AND BENS...

IN NEW YORK CITY?

HOW DO PEOPLE KNOW WE DON'T COMMUTE FROM JERSEY?

HOW CAN YOU SAY THESE SPIDER-MEN AREN'T A THREAT TO OUR ENTIRE SOCIETY?!

THEY MAY WELL PROVE TO BE, JONAH. BUT BY STOPPING THESE WEIRDOS...

THEY'RE DEFINITELY HEROES TO OSCORP'S BOTTOM LINE.

MIDTOWN

SO THE STORIES WERE TRUE?

YOU TWO PALLING AROUND. PUNCHING GOOFBALLS IN THE FACE. FIGHTING IN SOME CRAZY SPIDER-WAR?*

SOUNDS FUN.

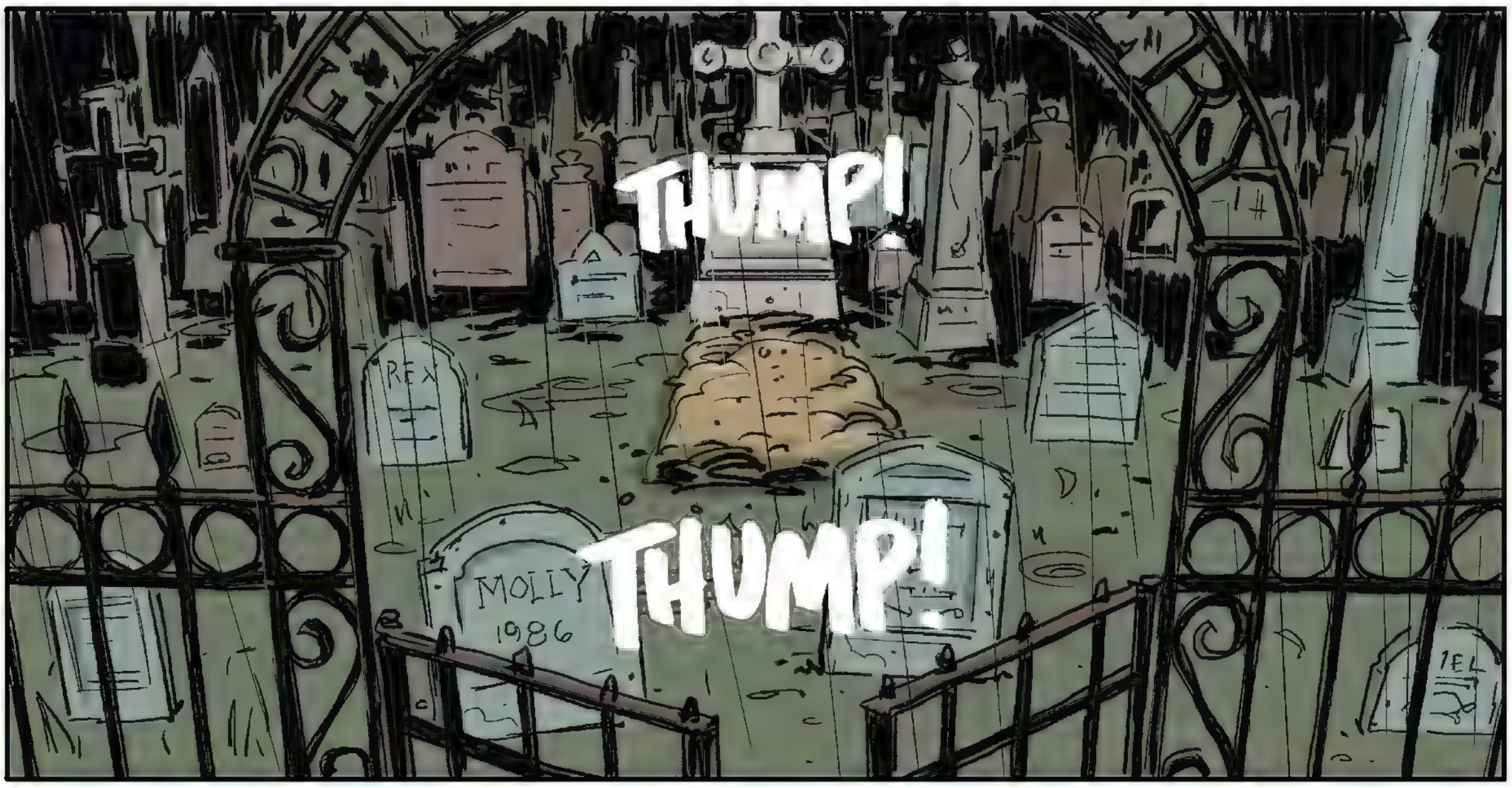
GEORGE

YEAH...

IT WAS.

*SEE SPIDER-GEDDON #3! --NICK

UNTIL IT WASN'T.
PET SEMETARY
THUMP!


THUMP!
REX
MOLLY
1986
THUMP!

THUMP!
KRAV
GOR
ITSY
BITSY
SPIDER
OTTO
RIP
POPCORN
KRAVENOV
DAMIEN
KRAVENOV
THUMP!

HRRNH.

HRRNHF.

HRRNHF.

HRRNHF.

2018

HERE LIES

DIED

WHY?

WHUMP

WHUMP

WHY?

WHUMP

WHUMP

WHY?

AT THIS HOUR?

WHUMP WHUMP WHUMP

YOU REALLY WANT THE ANSWER?

OR YOU JUST WANT TO HIT ME AGAIN?

KRAWCH

UNCLE BEN?

PETER?

HAVE-- HAVE YOU BEEN HERE THE ENTIRE TIME?!

I--I DON'T... DON'T...WHOO BOY...

SEEIN' A LOTTA WEIRD COLORS HERE, UNCLE BEN...

WHAT? WHAT THE *HELL* IS GOING ON?!

HE--HE SAID IF HE KILLED YOU, HE COULD TAKE YOUR PLACE... BE A SPIDER... MAN...

AND THEN I FOUGHT A BIG RAT. AND THERE WAS POETRY. AND...

OH GOD, DID KRAVEN DO THE DRUGS TO ME?

THAT'S IT.

THIS IS OVER.

WHAT?

YOU HEARD ME. THIS HAS GOTTEN OUT OF HAND.

I CAN'T-- MAY NEEDS YOU, PETER.

YOU'RE DONE.

ME? WHAT ABOUT YOU?!

WHY ARE YOU TALKING LIKE I'M OVER BUT YOU'RE NOT?

BECAUSE I'M AN ADULT, PETER. I GET TO MAKE THESE CHOICES.

YOU STILL DON'T UNDERSTAND WHAT IT'S REALLY LIKE OUT THERE.

HURRRNNGH...

OH MY GOD, UNCLE BEN!

WHAT DID YOU DO?!

WHAT ARE YOU DOING?

ARE YOU KIDDING? I'M GETTING THIS GUY TO THE HOSPITAL.

DID THAT EVER CROSS YOUR MIND?!

PETER...

HE TRIED TO KILL ME.

NO MATTER HOW BAD IT GOT.

EVEN AFTER I LOST HIM...

I NEVER TOLD MAY.

SHE'D HAVE SEEN RIGHT THROUGH ME. KNOWN I WASN'T SCARED OF DYING. I WAS JUST TOO IN LOVE WITH BEING ALIVE.

THEY'VE BEEN GONE A LONG, LONG TIME, FRIEND.

AND THERE AIN'T NO WAY TO REWRITE WHAT HAPPENED.

NOT WITHOUT TELLING A BIGGER LIE.

YOU CHEATED DEATH, MAN. STOLE ALL THOSE YEARS WITH HER. ALL THOSE ADVENTURES...

YOU GOT TO BE SPIDER-MEN TOGETHER.

YOU REALLY THINK HE REGRETTED ANY OF THAT?

I KNOW YOU WON'T UNDERSTAND...

...BUT I'M PROUD OF YOU, PETER.

WHAT YOU DID.

NO MATTER HOW SCARED I WAS.

I'D HAVE NEVER DONE THAT.

PETER, I--

NO. DON'T TELL ME I DON'T KNOW ABOUT IT. THAT I'M TOO YOUNG.

WE ALMOST LOST YOU ONCE.

DON'T LET IT HAPPEN THIS WAY.

IT WON'T.

I HAVE YOU TO MAKE SURE IT DOESN'T.

YOU KNOW YOU CAN SLEEP HERE. PLENTY OF ROOM IN THE BACK.

NAH.

GRACIAS, PERO NO.

C'MON, ONE NIGHT OFF AIN'T GONNA BE WHAT FINALLY KILLS YOU, MAN.

AIN'T YOUR JOB TO BE SPIDER-MAN FOREVER.

MAYBE. MAYBE NOT.

ALL I KNOW IS--I'M OLD ENOUGH TO KNOW NO ONE KNOWS HOW LONG THEY'VE GOT.

NOT EVEN ME.

I'LL SLEEP WHEN I'M DEAD.

JIMSTER & T-BIRD

Harry, Norman wants us to believe we have no choices.

That we're in a maze without any forks in the path.

He wants us to believe we have no options.

OH MY GOD...

Harry, we always have choices. We always have options.

Sometimes we just have to make them.

ALERT! YOU HAVE ARRIVED AT YOUR DESTINATION.

PLEASE RATE YOUR EXPERIENCE TRAVELING TO...

...OSCORP PLAZA.

"MR. OSBORN, YOU ASKED US TO INFORM YOU IF YOUR SON HARRY RETURNED TO THE BUILDING."

OUR MONITORS PICKED HIM UP MOMENTS AGO LEAVING A CAR.

OS_CAM:939-78

THANK YOU, MR. WALKER.

WELCOME HOME, HARRY.

Dear Harry,

First off, I truly hope you are not holding this letter in your hands...If you are, though, that means I'm no longer alive.

Damn, that's hard to wrap my head around. Anyway, unless I was randomly hit by a bus or choked on my lunch, we both know who is behind it.

Spider-Nor-man "Grand Poobah, self-crowned-king, and High Jerk-o-lopolis" Osborn. Or as you call him, "Dad."

Actually, being that your dad owns all the transit systems, and probably controls restaurant food distribution in the city, I am just going to say it's his fault...

No matter what, if I'm dead, Norman Osborn is to blame.

And if I'm dead, then things are much worse than either of us could have imagined.

It means he knows I have been working against him on the sciencey side of things.

And if he knows about me, you have to assume he knows about you working against him on the corporate side of things.

You have to assume he is coming for you.

Oooooor...you could go to him.

This is probably a terrible idea...

Sneak in some way. Dress up as a cleaner or security guard.

Hide your stupid hair...

And find a way in that's not just walking in the front door!

If you do walk in the front door they're likely going to tackle you, drag you up to the top floor, and throw you off.

so please don't do that.

Anyway...

DING

Here's the terrible idea...

Your dad's been pouring a ton of resources into this super-secret project for months now.

You know about all the resources that have been allocated to it, but I haven't had the chance to catch you up on the particulars of the stuff going on in the labs.

For the last few weeks, Norman's had us in the chemistry department working to refine my old web-fluid formula...

Not just to make it as strong as it could be, but also giving it a particular level of plasticity.

Dr. Ohnn's lab has been running tests about the possible breakdown of string theory in relation to...well, can I just say timey-wimey stuff? Alternate-reality sort of stuff.

Every department has this weirdly particular project that any lab could spend a lifetime researching, and Norman is flooding them with money and resources.

Why? My best guess? Norman is building a Time Bungee... something to bungee jump through time and space...

Though, I am probably wrong. Anyway...

This means all of Norman's eggs are in one basket. And if we break that basket...

...maybe, just maybe, Oscorp will be weakened enough to loosen its stronghold on the world.

You have to get to the Kobold suit.

MR. WALKER, IT APPEARS YOUR BIG BAD SECURITY FAILED TO ESCORT MY PAMPERED REFORM-SCHOOL OFFSPRING FROM THE GROUND FLOOR TO THE TOP FLOOR.

PLEASE EXPLAIN.

MY MEN DIDN'T EXPECT HIM TO BE ARMED, SIR. I HAVE DISPATCHED SIX MORE GUYS WITH RIOT GEAR. I ASSURE YOU THAT...

WALKER?

YES, SIR?

YOU KNOW WHERE IT'S HIDDEN.

WHERE IS HE NOW?

FLOOR FIFTEEN, SIR. HE IS IN BETWEEN TWO BLIND SPOTS IN OUR COVERAGE. NEAR DR. WARREN'S LAB.

...BUT WHERE IS HE GOING?

It is your only hope of breaking into Norman's lab.

HE MUST BE MAKING HIS WAY...

CONTINUE YOUR SEARCH, MR. WALKER. YOU'LL BE ABLE TO REACH ME BY HEADSET IF YOU HAVE ANY FURTHER NEWS.

SURE, I GET THAT SHE'S IN A DIFFERENT BODY NOW, BUT WHAT I'M SAYING IS THAT IF EVERYTHING THAT *HE* HAD BEEN THROUGH TO THAT POINT WAS A SIMULATION...

THEN *EVERYTHING* WAS A SIMULATION AND NONE OF IT ACTUALLY HAPPENED.

NO, MAN, THE SIMULATION ISN'T WRITTEN IN STONE. THE SIMULATION ELEMENT IS JUST A PROCESS IN HIS *OWN HEAD*...LIFE IS STILL GOING ON. IT'S JUST A MATTER OF HOW HE INTERACTS WITH IT. *THAT'S* THE SIMULATION.

THAT DOESN'T MAKE ANY SENSE. YOU CAN'T HAVE HIM JUST INTERACT WITH RANDOM SITUATIONS AND EXPECT PROPER SCIENTIFIC RESULTS.

THERE'S NO CONTROL. THUS, THE DATA IS CORRUPT. WHICH MEANS, IT HAS TO ALL BE A SIMULATION.

WHATEVER, MAN.

A kobold is a German house gnome/nymph/troll/goblin. If treated well, they can be quite helpful.

If treated poorly, they set fire to you and everything you love.

BURN THIS HOUSE DOWN!

Don't say I never got you anything!

Harry, Norman wants us to believe we have no choices.

That we're in a maze without any forks in the path.

He wants us to believe we have no options.

Harry, we always have choices.

We always have options.

OH MY GOD...

sometimes we just have to make them.

QUITE A SIGHT, WOULDN'T YOU SAY?

WHAT IS IT?

SIMPLY PUT, IT'S EVERYTHING.

OR MAYBE I SHOULD SAY IT'S ANYTHING.

MY HISTORIANS TELL ME THE OBJECT WAS ONCE KNOWN AS A COSMIC CUBE. POWER BEYOND ANYTHING YOU COULD IMAGINE. BUT IT'S BROKEN. IT HAS BEEN DAMAGED AND NOW IT IS WARPED AND MUTATED INTO...SOMETHING ELSE.

RIGHT NOW, THOUGH, IT'S LITTLE MORE THAN A HIGH-DEF WINDOW INTO OTHER DIMENSIONS. PICTURES OF WHAT COULD HAVE BEEN AND WHAT ACTUALLY IS IN OTHER REALITIES.

IT IS MY KEY TO UNLOCKING THE UNIVERSE.

PETER. *LOOK* AT YOU...

NO.

PETER WAS RIGHT.

WISH HE WAS HERE.

YOU'VE POURED *EVERTHING* INTO THIS THING...

AND IF IT GOES DOWN, SO DO *YOU!*

CUTE OUTFIT, SON.

YOU NEVER LEARN.

PETER ALWAYS USED TO SAY, WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. BUT HE LEARNED TOO LATE...

THAT WITH GREAT RESPONSIBILITY...

CRAMF

...COMES GREAT SACRIFICE!

CRAMF

I'M...NOT HERE FOR POWER...

CRAMF

I'M NOT HERE...TO SAVE SOME OTHER UNIVERSE...

I'M HERE BECAUSE...

...YOU KILLED PETER!!!

IT'S A BIT MORE DRAMATIC IF YOU DON'T MISS, HARRY.

NOOOOO!

NO... EVERYTHING I BUILT...YEARS OF PLANNING...

Well, here's to hoping you make it through this okay and our work together wasn't in vain.

Please watch out for May and Ben for me.

And Harry, if there is an afterlife, I will do my best to tell you somehow.

Love you, man.
-Peter

LOVE YOU TOO, NERD.

HA HA HA...

HA HA HA HA HA HA...

...HA... HARRY. WHAT A SURPRISE. AFTER YEARS OF TERRIBLE BIRTHDAY AND FATHER'S DAY GIFTS...

YOU FINALLY GAVE ME WHAT I'VE ALWAYS WANTED.

THWIPP

OI! I GOTCHA, MAN! DON'T WANNA GET STUCK IN HERE!

NO.

SPIDER-GEDDON: SPIDER-GWEN – GHOST-SPIDER VIDEO COMIC

FACE IT, TIGER, THIS IS YOUR SHOT!

FACE IT, TIGER, IT'S ALL THAT YOU'VE GOT!

FACE IT, TIGER, YOU'VE HIT THE JACK-POT!

YEAH!

YEAH!

YEAH!

THE MARY JANES

GREAT REHEARSAL, EVERYONE! WE ARE READY TO--

WHERE DO YOU THINK YOU'RE GOING?

OUT? I'M HUNGRY.

THE MARY

YOU'RE ALWAYS HUNGRY.

YEAH, BUT THIS IS DOUBLE-BONUS HUNGRY.

WE HAVE A CONCERT TONIGHT. IF YOU'RE LATE, I SWEAR--

I WON'T BE LATE! CROSS MY HEART.

FINE...

...BUT BRING ME FRIES!

THAT'S MY BAND, THE ***MARY JANES***. THEY'RE THE BEST. WE'RE THE ***BEST***.

I JUST GET ANXIOUS BEFORE A GIG, AND WHEN I'M ANXIOUS...

...I NEED TO ***MOVE***.

THWIP

THIS IS PROBABLY A LITTLE ***WEIRD*** FOR YOU. MOST FRIENDLY NEIGHBORHOOD WEB-SLINGERS ARE DUDES.

WELL, DUDE. ***SINGULAR***. PETER PARKER.

GUY GETS AROUND. BUT NO. MY NAME'S GWEN STACY.

MY CODE-NAME...WELL. I'M REVIEWING MY OPTIONS.

HELP!

AW, MAN. AND I WAS GOING TO GET A ***BURGER***.

COME ON, LADY. LET'S NOT MAKE THIS HARDER THAN IT HAS TO BE.

I HATE MUGGERS. I MEAN, THAT'S NOT A CONTROVERSIAL OPINION, BUT STILL.

YOU KNOW, THIS IS WHY TOURISM IS SUFFERING.

CAN'T YOU THINK ABOUT THE CITY FOR ONCE?

THIS IS NONE OF YOUR BUSINESS.

REALLY? THAT'S WHAT YOU'RE GOING WITH? CLICHÉ MUCH?

I GUESS WE'RE DOING THIS. I WAS GOING TO GO GET A BURGER, BUT HEY...

...YOU DO YOU.

THWIP

AIGH!

WHACK

RIGHT. SHOOT THE SPIDER. BECAUSE THAT WORKS.

THIS COULD HAVE BEEN SO EASY.

NOW IT'S GOING TO BE *STICKY* AND *WEIRD*. THANKS FOR THAT.

UGH--

THWIP

BAM

BAM

BAM

AGH!

THWIP

PING

PING

PING

GIVE ME THAT.

THWIP

AHHHHH!

YOINK!

OOF!

THUMP

THWIP

THWIP

THWIP

THAT'S COOL!

ENJOY GETTING ARRESTED FOR *CARRYING A GUN* IN *TIMES SQUARE!*

SPEAKING OF, LET'S TAKE CARE OF THIS GUY.

THWIP

UM.

UH. HI.

IT'S... IT'S *YOU.*

YEAH.

THANK YOU SO MUCH!

YOU'RE NOT UPSET?

WHAT? NO! YOU SAVED ME! YOU'RE OUR HOMETOWN HERO.

I...*UH*, THANKS.

CAN YOU CALL THE COPS TO COME GET THESE JERKS? I REALLY WANT THAT BURGER.

ABSOLUTELY. COOL.

"I REALLY WANT THAT BURGER"? "COOL"?

I THINK I BROKE MY BANTER.

FWASH

IT HAPPENS TO THE BEST OF US!

AAAH!

HEY, KID!

SPIDER-HAM! YOU'RE HERE!

WHAT ARE YOU *DOING* HERE?

I CAME TO GET YOU. SOMETHING'S HAPPENING. NOT SURE JUST WHAT YET, BUT IT DOESN'T FEEL GOOD.

NOT GOOD HOW? ON A SCALE OF "STUBBED TOE" TO "CRISIS"?

CRISIS.

MJ'S GOING TO KILL ME--I MEAN LITERALLY KILL ME--BUT...WE GOTTA GO.

YEAH. SHOULDN'T TAKE LONG, THOUGH.

WE'LL HAVE YOU HOME IN NO TIME!

SPIDER-GEDDON: SPIDER-MAN NOIR VIDEO COMIC

1940.
New York.

"FOR MOST AMERICANS THE WAR IN EUROPE SEEMED A LONG WAY OFF.

"BUT FOR SOME OF US IT WAS ABOUT TO ARRIVE...

"...SMACK DAB IN THE MIDDLE OF NEW YORK CITY!"

LET'S TRY THIS *WITHOUT* GUNS.

SEE? THAT WORKS.

HEY!

WHAT THE...?

BRAKAKA KAKAKA

FSSSHHHH

SHULTZ ENTERPRISES

DID YOU JUST *POISON* HIM?

STILL SQUEAMISH ABOUT KILLING THE BAD GUYS?

DON'T WORRY, HE'S JUST PARALYZED FOR A WHILE.

SHULTZ ENTERPRISE

FELICIA? IS THAT YOU?

SHH, NO REAL NAMES.

YOU'RE THE *SPIDER-GUY*, I'M THE *WHITE WIDOW*.

SPIDER-*MAN*.

AND, YOU KNOW, FOR COVERT OPERATIONS A *BLACK* COSTUME WOULD MAKE MORE SENSE.

YET *YOU'RE* THE ONE THEY SPOTTED.

WHY ARE YOU HERE?

COINCIDENCE?

OR DID WE BOTH HEAR ABOUT SHULTZ'S MEETING WITH THE NAZI?

THIS MEETING WAS SUPPOSED TO BE SECRET, SHULTZ!

THIS IS PERFECT. YOU WANTED A DEMONSTRATION OF HOW THE SUIT WORKS?

WATCH AND LEARN.

HA!

ZZLZT!

KAZOW!

AAAAH!!!

OOF.

CRAK!

CREEEAK

WITH THESE SUITS, EVERY MAN IN YOUR ARMY WILL BECOME A ***SUPER-SOLDIER***.

THE WAR IN EUROPE WILL BE OVER IN A MONTH.

SHULTZ ENTERPRISES

WHAT KIND OF AMERICAN WOULD GIVE THE NAZIS A WEAPON LIKE THAT?

AMERICA ISN'T IN THIS WAR. I'M A BIG FAN OF THE FREE MARKET. I SELL TO THE HIGHEST BIDDER.

YOU'RE THE ONES BREAKING THE LAW HERE. TRESPASSING, ASSUALT...

I HAVEN'T EVEN STARTED YET.

KSSH

YOU THINK I WOULDN'T HAVE ***GAS FILTERS?***

THAT SUIT WILL KILL INNOCENT PEOPLE. I'M NOT GOING TO LET THAT HAPPEN!

KZZZOT!

AAAH!!!

THE SUIT IS A TOOL. TOOLS DON'T KILL PEOPLE.

PEOPLE KILL PEOPLE.

STOP, SHULTZ, OR--

AAAAAH!!!

KZZZZZZTTT

UNGH!

WHAM

SPLASH

HUH?

COME ON, BIG MAN.

GIVE ME YOUR BEST SHOT.

HAH!

KRAK!

THWIP!

YANK

OH, NO.

BLAM

NO WAY.

I...I...

FZZZT

SNAP

KPOW

...OUGHTA...

THUD!

SHULTZ ENTERPRISES

LOOKS LIKE YOU BLEW A FUSE, SHOCKER.

FWASH

HUH?

UH... DID I COME AT A BAD TIME?

WHAT THE HELL ARE YOU?

THAT'S SPIDER-UK.

THEY HAVE A SPIDER-BRIT NOW? WHAT IS THIS, A FRANCHISE?

SORRY, MATE. WE NEED YOU. IT'S PRETTY URGENT.

AGAIN?

WHITE WIDOW, THINK YOU CAN TAKE IT FROM HERE?

OH, I'D SAY SO...

NO... NO!

WHAM!

SPIDER-GEDDON: SPIDER-MAN ANIMATED VIDEO COMIC

"OKAY. I NEED TO CLARIFY SOMETHING.

"WHOEVER SAID, 'YOU NEED TO BE A TOURIST TO APPRECIATE THE CITY' CLEARLY NEVER SPENT TIME WITH SUPER HEROES.

GAH!

"BECAUSE I'VE BEEN SHOT AT FROM ATOP THE STATUE OF LIBERTY...

UUUNGH...

"...BEEN THROWN OFF THE EMPIRE STATE BUILDING...

ZAP!

YIKES!

"...AND BEEN CHASED THROUGH CENTRAL PARK!

ZAPOW!

"BY A MAN-WOLF!"

OH. HELLO, MY OLD, ANGRY FRIEND! I--

UMM...

WHOMP

OOF!

WHOA!

WHAM!

"AND I'M NOT A TOURIST..."

AW, CRUMBS.

GOBLIN BOMB!

KABOOOM!!

"I'M...

"...SPIDER-MAN!!!

"THAT BEING SAID, I GUESS I SHOULD'VE SEEN IT COMING WHEN I DECIDED TO VISIT ANOTHER OF NEW YORK CITY'S FAMOUS ATTRACTIONS...

MONSIEUR LAMBEA'S WAX MUSEUM

"THE WAX MUSEUM!

"GRANTED, I HAVEN'T BEEN HERE IN A WHILE, BUT I'M PRETTY SURE SOMEONE'S MESSIN' WITH MY MIND.

ZAP!

"BECAUSE I DO NOT REMEMBER TICKETS BEING 25 DOLLARS."

"ALSO THE FIGURES HAVE MIRACULOUSLY COME TO LIFE AND ARE TRYING TO KILL ME.

"SO THERE'S THAT."

HUH?

SORRY, SWEETIE. THIS SECTION OF THE MUSEUM IS CLOSED FOR NOW.

KA-POW!

WHAM!

OKAY, I ADMIT IT. THAT TOOK ME BY SURPRISE.

WHAT I DON'T NEED A DEGREE IN--

WHIFF!

--EVEN THOUGH I'M GETTING ONE JUST THE SAME--

GUESS I NEED TO BRUSH UP ON MY CHILD CELEBRITIES.

--IS FIGURING WHO'S BEHIND THIS CHAOS.

BECAUSE IF IT HAS ANYTHING TO DO WITH MANHATTAN OR A SENSE OF ILLUSION, IT CAN ONLY BE ONE OF TWO PEOPLE WHO HATE ME.

AND SINCE DAVID BLAINE AND I PATCHED THINGS UP, I'M GUESSING IT'S--

-MYSTERIO!

WHAT?

THEY GAVE HIM A WAX FIGURE!? HE'S NOT EVEN ONE OF MY MORE FAMOUS VILLAINS. I'D SAY HE'S... WHAT? 85TH, ***AT BEST.***

COME ON, GUYS.

BOUNCE BOUNCE

I WAS REALLY HOPING I'D LEFT DODGE-BALL BEHIND IN 7TH GRADE!

WHOA!

WHAM!

"THINK, SPIDEY, THINK!

"MYSTERIO HAS TO BE ONE OF THESE GUYS IN ORDER TO PROJECT HIS ILLUSIONS. BUT WHICH ONE?

"MAYBE A LITTLE THERMAL SIGNATURE MIGHT HELP.

KLIK

"YEP! THOR MIGHT HAVE A BIG EGO, BUT HIS HEAD'S NOT THAT BIG. OR ROUND, FOR THAT MATTER.

"BUT IT SURE MAKES FOR AN EASY TARGET."

WHAM!

YES!

HEY, LOOK AT THAT!

NICE JOB, SPIDEY!

I HEARD YOU WERE A NEW ADDITION TO THE MUSEUM!

WHICH IS WHY I CAME DOWN HERE IN THE FIRST PLACE.

AND AS ALWAYS, YOU DIDN'T DISAPPOINT.

EVEN IF YOU *DID* GIVE A VILLAIN AN OPPORTUNITY TO FLUSH ME OUT.

DOUBLE SELFIE!

WHO CAN GET ENOUGH SPIDER-MAN!

UH...

MAYBE I SPOKE TOO SOON?

FWASH!

SPIDER-MAN!

DUDE, THAT IS SOME MESSED-UP COSPLAY.

THEY CALL ME SPIDER-PUNK.

WELL, DON'T FEEL BAD. JUST 'CAUSE THEY SAY IT DOESN'T MEAN IT'S TRUE.

NO, THAT'S MY NAME. THAT'S WHAT I CALL MYSELF. BUT WE HAVE A PROBLEM.

MORE THAN ONE, APPARENTLY.

I NEED YOU TO COME WITH ME. THE FATE OF THE MULTIVERSE DEPENDS ON IT.

YOU'D BE SURPRISED HOW MANY TIMES I HEAR THAT A DAY.

THIS IS SERIOUS. LET'S GO!

WAIT. I CAN'T JUST LEAVE.

THERE ARE PEOPLE I HAVE TO TELL.

I'VE GOT TO DELIVER MYSTERIO TO THE COPS!

THWIP THWIP THWIP

AND I SHOULD REALLY CHANGE MY COSTUME. THIS ONE'S TORN TO SHREDS.

BUT--

THERE'S NO TIME!

I HATE TO DO THIS TO YOU, SPIDEY.

THWIP

CAN WE GO BACK TO PITCHING ALTERNATE NAMES FOR SPIDER-PUNK? ALTHOUGH, FOR THE RECORD...

"...I THINK SPIDER-JUNK IS NOW TAKEN."

Spider-Geddon #3 variant by
Elizabeth Torque

Spider-Geddon #3 variant by
Mike Hawthorne & Jordie Bellaire

Vault of Spiders #1 variant by
Marcos Martin

Vault of Spiders #2 variant by
Marcos Martin

VAULT OF SPIDERS #1
"PROLOGUE" / "THE WEB-SLINGER" / "FINAL GALAXY BATTLE!"
"SPIDER-BYTE" / "SAVAGE SPIDER-MAN"

SO MANY ALREADY DEAD, SO MANY ALREADY GONE.

SO MANY SOLDIERS UNABLE TO BE CALLED TO FIGHT.

WE ARE AT WAR, BILLY. A WAR WE CANNOT WIN. NO ONE CAN STAND AGAINST THE INHERITORS.

AND WHO WOULD KNOW BETTER THAN I?

BUT A WAR THAT CANNOT BE WON IS NOT THE SAME AS A WAR THAT CANNOT BE FOUGHT.

AND A WAR CANNOT BE FOUGHT WITHOUT AN ARMY.

AND AN ARMY MUST HAVE SOLDIERS.

I WILL FIND FOR YOU MORE SOLDIERS, BILLY. I WILL BRING YOU MORE SPIDERS FOR YOUR ARMY.

I WILL NEVER LET YOU DOWN.

THERE'S THEM THAT SAY TIMES ARE A'CHANGIN'...

...AND *NOT* FOR THE BETTER.

CAN'T SAY AS THEY'RE WRONG.

I DON'T KNOW A TIME WHEN THE WORLD'S *EVER* BEEN SAFE.

WELCOME TO DEAD TREE

THE CARRYING OF FIREARMS IS STRICTLY PROHIBITED

MARAUDERS! DESPERADOES!

THEY ATTACKED A WAGON BOUND FOR DEAD TREE!

THEY JUST... BUTCHERED THOSE POOR PEOPLE!

ANYONE WHO TELLS YOU DIFFERENT--WELL, THEY'RE TRYIN' TO SELL YOU SOMETHIN'.

THESE DAYS, THOUGH, THE WORLD'S JUST TURNED PLAIN MEAN AND HEARTLESS.

SAVAGE AND CRUEL.

AND SINCE NOBODY IS DOIN' A BLASTED THING ABOUT IT...

...I RECKON IT FALLS TO *ME*.

THE WEB-SLINGER

NO SIR.

NOT EVER SAFE AND PURE.

BUT THERE WAS ONCE A BIT OF... *AUSTERE*...OF *MAJESTY*...WHERE THE WEST WAS CONCERNED.

WHEN I WAS MAKIN' MY WAGE AS A *SHOOTIST* FOR THE *MEDICINE SHOW*...

...FOLKS CAME FROM FAR AND WIDE TO HEAR THE STORIES OF *ADVENTURE* I TOLD BETWEEN *TRICK SHOTS*.

NONE OF THEM STORIES WERE *TRUE*, OF COURSE.

BUT THAT DIDN'T STOP THEM FROM *LISTENIN'* ANY MORE THAN IT STOPPED ME FROM *TELLIN'* THE TALES.

AND THE DOC, WELL, HE CAPITALIZED ON THEIR RAPT ATTENTION...

...BY SELLIN' HIS *MIRACLE ELIXIR*.

THAT *SNAKE OIL* WAS *WORTHLESS*, SAYS I...

...MORE *TURPENTINE* AND *CHILI PEPPERS* THAN ANYTHING ELSE...

...BUT THE DOC SWORE HE HAD LEARNED THE RECIPE FROM A GENUINE APACHE SHAMAN...

...AND THAT DRINKIN' THE HORRID STUFF WOULD HELP FOLKS *CHANGE* RIGHT ALONG WITH THE *CHANGIN' TIMES*.

ALL THINGS CONSIDERED?

MAYBE I SHOULD'VE *BELIEVED* THAT OL' CARPETBAGGER.

IT CAN'T BE--

DOC?

WEB-SLINGER!

MY WORK HERE IS NONE OF YOUR CONCERN!

YOU HAVE MADE A TERRIBLE ERROR IN JUDGMENT BY STALKING *ME!*

HHSSSSSSSSSSS

EXTRAVAGANZA

TH DOC MORBIUS

ELIXIR

YOU MIGHT BE RIGHT ABOUT THAT.

BUT I'M HERE JUST THE SAME.

AND I RECKON I AIN'T LEAVIN' WITHOUT THEM *WHIPPER-SNAPPERS.*

WE'LL JUST *SEE* ABOUT THAT!

HHSSS!

LOOKS LIKE THE DOC'S BEEN SIPPIN' HIS ELIXIR TOO.

ONLY IT TURNED HIM INTO A *MONSTER.*

A GALL-DURNED *BLOOD-SUCKER!*

THESE DAYS, MY REFLEXES ARE *SHARPER* THAN THEY EVER WERE...

...AN' THEY WERE *ALREADY* SHARP.

DOC-- WHAT IN *TARNATION* HAS GOTTEN INTO YOU?

BLAM

TWHAPP

MURDERIN' FOLKS... KIDNAPPIN' CHILDREN...

...THE MAN I KNOW WAS A *CHARLATAN*, BUT HE WASN'T--

I'VE ALWAYS BEEN A *DEADEYE* WITH SMOKE WAGONS.

BUT NOW I COULD SHOOT THE WHISKERS OFF A *GNAT'S BACK* IF I WANTED.

WHAT DO YOU KNOW?

YOU DON'T KNOW ME!

MY *AGONY--IT'S UNFATHOMABLE* TO YOU!

PISTOLERO OR NOT, I GOT NO TASTE FOR BLOODSHED.

THOUGH I CAN AT TIMES BE PERSUADED TO PUT ASIDE MY NONVIOLENT WAYS.

WACK

KRASMASH

YOU FOOL!
IF YOU RUIN MY WORK, WHAT WILL I BECOME?
I NEED THOSE CHILDREN!
I NEED THEIR VITALITY!
WITHOUT THEM, I'LL NEVER CURE MYSELF!
I'LL ALWAYS BE A MONSTER--
UNNF!
WAKE UP!
YOU YOUNG'UNS-- WAKE UP!
YOU'VE GOT TO GET OUT OF HERE WHILE YOU CAN!
I WON'T LET YOU TAKE--
WHU--
N-NO!
MY CHEMICALS!
WHEN THEY TOUCH THE FLAME--
WEB-SLINGER!
YOU MUST FLEE!
TAKE THE CHILDREN!
EVEN IF I CANNOT CURE MYSELF, I WILL NOT BE A MONSTER!
MY LAB IS GOING TO--
WA BOOM

LIKE I SAID...

...TIMES ARE A-CHANGIN'.

AND PEOPLE CHANGE RIGHT ALONG WITH THEM.

SOMETIMES FOR THE *BETTER*...

...SOMETIMES FOR THE *WORSE*.

CHANGIN' TIMES, THOUGH, THEY AIN'T GOT NOTHIN' TO DO WITH WHICH WAY YOU END UP.

IS THAT...

IS THAT HORSE WEARING A *MASK?*

YEAH, DARLIN'.

YEAH, HE IS.

ONLY THING MATTERS IN THAT RESPECT--IS YOUR OWN *GRIT*.

THE END

第78章
最終銀河戦
CHAPTER 78: FINAL GALAXY BATTLE

スパイダーマン
SPIDER-MAN

ANOTHER HOT WHAM F.P. SCAN!
ART: SHELDON VELLA
WRITING: JED MACKAY

UWA AAA GH!!

MACHINE BEM GIGA MONSTER VEGA, GO!

OOR RAA AAA!!

LEO-PARDON, GO!

ドヒュッッッ

ドヒュッッ

THERE IS NO ESCAPE, SPIDER-MAN!

I AM NO LONGER PROFESSOR MONSTER...

I AM NOW PRIME MINISTER MONSTER!

KII!

KII!

KII!

DICTATOR! YOU WERE NOT DEMO-CRATICALLY ELECTED!

YOU CANNOT EXTINGUISH THE BURNING VIGOR OF A MAN! I YEARN FOR YOUR DESTRUCTION!

KII!

KII!

KII!

LEOPARDON! ARC TURN!

KII!

KII!

KII!

カッ

カッ

カッ

カッ

!?

バギャン

ばぁぁぁっ

!!!!! !!
!!!!!

WHAT? WHERE HAS HE GONE?

ギョ

!!

ヒィィ

THE EMPEROR OF DEMONS!

THE GOD OF DEATH!

SPIDER MACHINE GP-7

THE EMISSARY OF HELL!

SPIDER MAN!

ATTACK

HRK!

JUSTICE! A TYRANT DEPOSED! A PEOPLE AVENGED!

IMPUDENT HUMAN! YOU HAVE THE BLOOD OF THE SPIDER, BUT YOU ARE JUST A MAN!

I AM BOTH SPIDER AND MAN!

THE STRENGTH OF THE SPIDER! THE HOT BLOOD OF A MAN! TWO HALVES COMING TO-GETHER AS A GREATER WHOLE!

LEO-PARDON! SWORD VIGOR!

NOW, YOU WILL FACE JUSTICE FOR THE PEOPLE YOU DESTROYED!

ビュン

ポトス

ビュン

GYA AO OO!!

YEAH YEAH WOW!

YES! ONWARDS TO PLANET SPIDER!!

NO! IT IS NOT THE PEOPLE OF PLANET EARTH YOU WILL FACE, PRIME MINISTER MONSTER!

LEOPARDON! SET A COURSE FOR THE M77 NEBULA OF THE 17TH MILKY WAY!

NO!

カタ

カタ

つづく

MY WORLD ISN'T TOO DIFFERENT FROM YOURS

Peter Parker Memorial Science & Technology Building

HAVE YOU SEEN MARGO?

PROBABLY IN THE COMPUTER LAB AGAIN.

THESE DAYS, WE DO *EVERYTHING* ONLINE.

IT'S GONE? IT'S *ALL* GONE? THAT'S ALL THE MONEY I HAD!

I DON'T UNDERSTAND HOW MY *IDENTITY* WAS STOLEN... I'M SO CAREFUL...

I LOVE YOU.

I LOVE YOU TOO!

AND I MEAN EVERYTHING

'SCUSE ME! SORRY!

GET A ROOM, LOVEBIRDS!

IS THAT...?

SPIDER-BYTE?

HEY, IT'S SPIDER-BYTE!

GET 'IM, SPIDER-BYTE!

EVERYONE NEEDS A HERO... EVEN ON THE WORLD WIDE WEB.

YO, COULD YOU SLOW DOWN?!

WHOA...COOL SCRIPT.

I LIKE TO THINK OF IT AS COMMUNITY SERVICE. SOMETHING TO DO BETWEEN CLASSES.

CAN WE HURRY THIS UP? I'VE GOT STATISTICS CLASS IN, LIKE, TEN MINUTES. AND *YOU*--

--HAVE A DATE--

--WITH THE C.C.I.!*

*CYBER CRIMES INVESTIGATION.

AND THAT'S GOING BACK TO THE ACCOUNT YOU STOLE IT FROM. HASN'T ANYONE EVER TOLD YOU--CRIME DOESN'T PAY!

AW, C'MON, THAT WAS A GOOD ONE! DON'T YOU LIKE MY *CENTS* OF HUMOR!

MARGO?

13:55

OH SHOOT.

SEE YA. DON'T WORRY, THE C.C.I. WILL BE ALONG FOR YOU SOON!

HERE YOU ARE! IT'S TIME FOR CLASS. WHAT WERE YOU DOING?

JUST CHECKING EMAIL, Y'KNOW.

AGAIN?

WE ALL DESERVE A LITTLE PRIVACY

IT'S... IT'S BACK? ALL OF IT??? OH MY GOSH!

SOMEWHERE IN A SAVAGE LAND...

IS THERE A PROBLEM, MR. FISK? PREFER A DIFFERENT WEAPON, OR--?

NO. MERELY ENJOYING THE SIGHT OF ***TRUE NATURE.*** NO GUILE. NO PRETENSE.

NO IDEA WHAT'S COMING FOR IT.

DEATH.

I FELT IT, IN THE WEB OF LIFE.

VIOLENCE ALWAYS REVERBERATES IN MY SPIDER-SENSES--

--BUT NOT LIKE THAT.

SOME DEATHS JUST AREN'T... RIGHT.

NOT THE NATURAL ORDER OF THINGS.

KINGLINE

I WAS *YOUNG*...

...BUT I UNDERSTOOD IT WAS *NATURAL* THAT MY PARENTS GAVE *ME* THE *ONLY PARACHUTE.*

AND *NATURALLY,* THEY COULDN'T HAVE KNOWN THE HELL OUR PLANE EXPLODED OVER.

THE WAY *NO* OUTSIDER COULD *SURVIVE* THIS *SAVAGE LAND.*

NOT WITHOUT BEING *CLAIMED* BY SOME OF ITS NATIVES.

I'VE COME TO REGARD *MY* INITIATION AS THE *TRIAL OF 1,000 VENOMS.*

BITES. POISON FLOODING MY BLOODSTREAM. TILL MY HEART AND MY BRAIN WERE ABOUT TO *BURST.*

THEN THEY WOULD *STOP.* LONG ENOUGH FOR ME TO *HEAL. I WAS BETTER* THAN BEFORE. *STRONGER. NEW SENSES* GROWING IN THE DARK.

ONLY FOR THE CYCLE TO BEGIN AGAIN...

...UNTIL, AFTER *YEARS,* I WAS STRONG ENOUGH TO *PROTECT* THIS LAND.

FROM MEN LIKE *YOU--*

--KA-ZAR THE HUNTER.

IF YOU'D LIKE TO ADD *PTERANODON* TO YOUR TROPHIES, THEY USUALLY NEST UP AHEAD.

I ASSURE YOU, MY INTERESTS ARE FAR MORE... PARTICULAR THAN YOUR USUAL CLIENTELE, MR. PLUNDER.

WELL, MY FATHER KILLED THE LAST OF THE MAN-APES *YEARS* AGO.

PERHAPS--

TWIP

KRRRR

MR. FISK-- MOVE!

G'HAAA!

KEVIN.

BREATHE. YOU UNDOUBTEDLY HAVE *BROKEN BONES.* BUT IF THIS TRAP WAS MEANT TO *IMPALE* YOU--

IT...IT *WASN'T.*

GGRRAAAA—!

WILSON FISK.

AH! INCREDIBLE...! THE STORIES WERE TRUE!

THE SAVAGE SPIDER-MAN...

...PETER PARKER.

MR. FISK--THANK YOU AGAIN FOR OFFERING YOUR PLANE.

AND THANKS FOR ACCOMMODATING PETER. WE...DON'T USUALLY BRING OUR SON. HE WAS GOING TO STAY WITH HIS AUNT, BUT THEN HER HUSBAND--

NO NEED TO APOLOGIZE. IF WHAT YOU'RE INVESTIGATING IS TRUE, THE CRIMINALS BEHIND SUCH HORRORS MUST BE EXPOSED.

I SIMPLY HAD TO SEE IT MYSELF TO BELIEVE IT.

CONSIDER IT A TESTAMENT TO YOUR PARENTS' INTEGRITY, YOUNG MAN, THAT IT WAS EASIER TO COVER THEIR ***DEATHS*** THAN IT WOULD HAVE BEEN TO BUY THEIR ***SILENCE*** ONCE THEY FOUND THEIR ANSWERS.

YOU, HOWEVER... WERE SIMPLY A ***HANGING THREAD.***

SOME DEATHS VIOLATE ***NATURAL ORDER.***

BREAK THE WEB OF LIFE.

BUT ***MOST*** ARE PERFECTLY NATURAL.

THE ***STRONG*** WILL ATTACK THE ***VULNERABLE.***

FAMILIES WILL DEFEND THEIR ***OWN.***

THE ***INSATIABLE*** WILL ***HUNT.***

SPIDERS HUNT TOO, OF COURSE.

BUT WE HAVE THE PATIENCE TO ***WAIT*** FOR OUR PREY TO COME TO ***US.***

MEET CAPTAIN
GEORGE STACY, A.K.A.
THE SPIDER!

SEE POLITE JUSTICE
COURTESY OF MAY PARKER,
SPIDER-MA'AM!

DON'T MISS THE CREEPIEST
SPIDER-TALE EVER, WITH
SPIDERS-MAN!

VAULT OF SPIDERS #2
"PROLOGUE PART 2" / "SPIDERS-MAN"
"THE SPECTACULAR SPIDER-MA'AM!" / "SHOCK THE SPIDER"

NO... I MUST HAVE MORE SPIDER-WARRIORS!

BUT THERE ARE TOO FEW, *TOO FEW*...

THE END OF THE WORLD AS WE KNOW IT

WE WILL LOSE THIS WAR, BILLY.

NO. *YOU* WOULD NOT GIVE UP LIKE THIS.

I WILL FIND YOU MORE. MORE! OUR *SPIDER-ARMY* WILL BE *LEGION!*

NEW YORK, NEW YORK.

THOUGH MOST PEOPLE CALL IT *CRUEL YORK* THESE DAYS.

PIZZA

THE CITY OF *NIGHTMARES*...

...WHERE ONCE THERE HAD BEEN *DREAMS*...

...OF *HOPE*...

...AND OF *LIES*.

HEY! LET GO!

Y-YOU! WHAT DO YOU THINK YOU'RE DOING?!

THEY'LL *SEE* YOU!

THEY'LL SEE YOU AND THEY'LL COME FOR ALL OF US!

YOU CAN'T BE OUT WITHOUT A DISGUISE, NOT ON--

"--GOBLIN NIGHT!"

RUN! RUN! *RUN!*

RUN FOR YOUR LIVES!

YOU CAN'T ESCAPE!

BUT AT LEAST YOU MAKE THE *GREAT HUNT* ENTERTAINING!

HA HA HA HA

HA HA HA HA HA HA!

GRAB THEM UP!

AS MANY AS YOU CAN!

THE *GOBLIN QUEEN* DEMANDS *SACRIFICE!*

THEY THOUGHT *FACE PAINT* MIGHT SAVE THEM!

PATHETIC!

DID THEY BELIEVE WE COULDN'T TELL *REAL MONSTERS* FROM *CATTLE?*

THROOM

HRAAAAA!

NO!

NO, PLEASE!

Y'OUGHT TO *THANK* US!

GIVING YOU TO THE QUEEN IS A *MERCY* COMPARED TO WHAT WE'D DO WITH YOU!

WELL, HELLO, PRETTY-PRETTY!

AHH--

GO AHEAD AND *SCREAM* IF YOU LIKE!

IT'S SUCH A *SWEET SOUND...*

...BUT THERE'S NO ONE TO HELP YOU--

GET AWAY FROM HER!

THROK

GWEN!

ARE YOU ALL RIGHT?

DID HE HURT YOU?

MY SPIDER... ALWAYS LOOKING OUT FOR ME.

DON'T.

DON'T, PLEASE.

GET HIM.

TEAR HIM DOWN.

WE'LL FEED HIM TO THE QUEEN.

SHE DOESN'T UNDERSTAND...

SHE DOESN'T UNDERSTAND WHY I PUSH HER AWAY.

GWEN STACY HAS BEEN WITH ME SINCE THE BEGINNING.

HORIZON LABS!

THE THINGS THEY DO HERE--THEY'RE BLEEDING EDGE!

PETER, CAN YOU EVEN BELIEVE WE'RE HERE?

NO, GWEN, NOT AT ALL.

NONE OF THIS SEEMS *REAL.*

WELL, I ASSURE YOU, IT IS.

YOU TWO ARE SOME OF THE BRIGHTEST YOUNG MINDS I'VE EVER ENCOUNTERED.

YOU'VE *EARNED* YOUR PLACE HERE.

BUT EVERYTHING HAS CHANGED.

GET OFF ME!

GET HIM OFF ME!

HOW COULD SHE POSSIBLY UNDERSTAND NOW?

ARE THOSE--

SPIDERS, MY BOY.

THEY'RE PART OF A NEW EXPERIMENT IN GENETIC ALTERATION.

WE'VE BEEN BOMBARDING THEM WITH A VARIETY OF RADIOACTIVE PARTICLES--

SPIDERS!

THAT'S HORRIBLE!

I *HATE* SPIDERS!

I DON'T EVEN UNDERSTAND IT MYSELF.

THRAASH

AGGH!

I'M NOT THE MAN I WAS.

NOT AFTER THE ACCIDENT.

AAAAAGGH!

PETER!

SLLLLSH

I CAN'T BE SURE--

--BUT I THINK PETER PARKER DIED THAT DAY.

THIS...THING ONLY THINKS IT'S STILL ME.

WWHUFF!

THE CLUSTER OF SPIDERS SOMEHOW ABSORBING MY CONSCIOUSNESS IN MY FINAL, TERRIFIED MOMENTS.

SPIDERS!

THEY'RE ALL OVER ME!

THEY'RE CRAWLING IN MY MASK!

THEY MASQUERADE AS THE MAN I ONCE WAS.

GOBLIN QUEEN! PROTECT ME!

AND WHILE THE SPIDERS DO NOT FEEL PAIN...

...THE MAN THEY ONCE WERE CERTAINLY DOES.

N-NO. JUST STAY BACK.

DON'T COME ANY CLOSER.

PETER, WE CAN HELP YOU.

AT HORIZON... WE'VE BEEN WORKING ON SOMETHING THAT--

DO YOU THINK I AM A MAN?

DO YOU THINK YOU CAN BRING ME BACK FROM THIS?

EVEN IF YOU DID... COULD YOU EVER LOOK AT ME AGAIN WITHOUT THINKING ABOUT THIS ***MONSTER*** I BECAME?

STAY AWAY FROM ME, GWEN.

PETER-- PLEASE!

LISTEN TO ME!

JUST HEAR ME--

--OUT.

F.I.N.

BITTEN BY A RADIOACTIVE SPIDER, ***MAY PARKER*** GAINS ITS PROPORTIONAL SPEED, STRENGTH AND AGILITY! SHE INITIALLY USES HER POWERS ONLY TO PROTECT HER BOOKISH NEPHEW, ***PETER,*** WHO BECAME HER RESPONSIBILITY AFTER THE DEATH OF HIS PARENTS...BUT EVERYTHING CHANGES WHEN SHE TENDS TO PETER DURING A ROBBERY INSTEAD OF CAPTURING THE CRIMINAL, WHO GOES ON TO ALMOST KILL HER HUSBAND, ***BEN,*** THAT VERY NIGHT! MAY SWEARS TO USE HER POWERS NOT JUST TO PROTECT PETER BUT THE WHOLE WORLD TOO. IT'S A GREAT RESPONSIBILITY, BUT WITH IT COMES A GREAT POWER...FOR

THE SPECTACULAR SPIDER-MA'AM!

GRACIOUS! I'D WAGER WE ***STILL*** HAVEN'T FOUND THE LIMITS OF YOUR NEW "WEBBING," PETER! I THINK WE CAN CALL THIS TEST A ***COMPLETE SUCCESS!***

GOSH, THANK YOU! YOU'LL BE ABLE TO GET AROUND THE CITY ***MUCH*** EASIER NOW-- AND THE NEW SUB-VOCAL TRANSMITTER MEANS WE'LL BE ABLE TO STAY IN TOUCH WHEN YOU DO!

THWIP

I STILL FEEL LIKE I OWE YOU BOTH AN ***APOLOGY.*** TO THINK OF ALL THE TIME I FRETTED ABOUT SHARING MY SECRET, ALWAYS WORRIED IT WOULD CHANGE MY RELATIONSHIP WITH BEN, OR THAT YOUR NERVOUS DISPOSITION, PETER, WOULD MEAN YOU COULDN'T TAKE THE NEWS...

AWW, AUNT MAY, I'D HAVE PROBABLY DONE THE SAME IF OUR POSITIONS WERE REVERSED! YOU ALWAYS WANT TO PROTECT THE ONES YOU LOVE, RIGHT?

YOU ***DO.*** YOU'RE A GOOD BOY, PETER. I'M SO PROUD OF YOU.

HEY! I'D SAY HIS ***UNCLE*** GETS A LITTLE OF THE CREDIT HERE, DOESN'T HE?

BEN, YOU SCALLYWAG. LET THE BOY HAVE HIS COMPLIMENT.

AND I MEAN IT, PETER. THIS WEBBING AND THE SHOOTERS TO GO WITH IT REALLY ARE SOMETHING SPECIAL. I FEEL LIKE I COULD SPIN A WEB OF *ANY* SIZE.

THWIP

THAT'S THE HOPE, AUNT MAY! WITH YOUR NEW POWERS, UNCLE BEN'S WISDOM AND MY SCIENCE ABILITIES, I'M SURE THE THREE OF US WILL BE ABLE TO MAKE THE WORLD A *MUCH* BETTER PL--

HOLD ON.

SOMETHING'S HAPPENING IN MIDTOWN.

SPEAK TO ME, PETEY.

LOOKS LIKE A BANK ROBBERY, 34TH AND 8TH.

I'M ON MY WAY.

THWIP!

BE CAREFUL! I'M LOOKING AT THE CHATTER ONLINE FROM WITNESSES, AND BASED ON HOW HE ARRIVED...

"...WELL, IT LOOKS LIKE THIS PERP CAN *FLY.*"

CRY ALL YOU WANT, PLEBES! *THE VULTURE* TAKES AS HE WISHES!

"THE VULTURE"? MY WORD, WHAT A HORRID NAME.

HUH?

THOUGH I SUPPOSE IT MAKES SENSE THAT AN ANTISOCIAL HOOLIGAN LIKE YOURSELF WOULD LOOK UP TO A *CARRION*-FEEDING *SCAVENGER.*

SPIDER-MA'AM. SO THE RUMORS ARE TRUE.

YOU *ARE* REAL.

REAL AS THE DICKENS, MY FEATHERED FRIEND! AND I'M AFRAID I CAN'T LET YOU ROB THAT BANK, NO MATTER HOW MUCH YOU DRESS LIKE A BIRD.

"DRESS LIKE A BIRD"? I DON'T--

I HAVE *BECOME* THE BIRD, WOMAN!

I AM *THE VULTURE!!!*

THAT'S NICE, DEAR.

IT'S GOOD TO HAVE AN ACTIVE FANTASY LIFE.

SMAK

HONESTLY, IT'S LIKE YOU WEREN'T EVEN *THINKING* OF THE RETIREES THAT HAVE THEIR LIFE SAVINGS IN THERE.

FOR SHAME.

GREAT! LET'S--

THAT'S THE ROBBERY TAKEN CARE OF, LOVES.

WAIT, DON'T LET YOUR GUARD DOWN, AUNT MAY! WITNESSES REPORT HIS SUIT BEING FILLED WITH TRICK COMPARTMENTS! IF HE FIRES THEM, HE'LL--

PSHEEEEEEE

SNIK-SNIK-SNIK

GOOD HEAVENS! BUT IF YOU THINK I CAN'T DODGE YOUR *WING BLADES*...

...YOU'VE GOT ANOTHER THING COMING, MISTER!

AND SO DO *YOU*--NOW THAT YOU'RE TOO OFF-BALANCE TO DODGE *THIS!*

I--

OOF!

SMAK

YOU--YOU *VILLAIN!*

I'LL THANK YOU *KINDLY* TO KEEP YOUR FISTS...

SMAK

...TO YOURSELF!

THAT *WEBBING* YOU CAME IN ON--THAT WASN'T PART OF WHAT I'D HEARD. THAT'S NEW.

YES, IT IS. MY *TEAM* MADE IT FOR ME.

DO *YOU* HAVE A TEAM THAT LOVES YOU, VULTURE, OR DO YOU ACT OUT LIKE THIS SIMPLY FOR THE ATTENTION?

PLEASE. I AM A *BRILLIANT ENGINEER,* ONE WHO ROBS BANKS ONLY TO PUT *SOCIETY'S* MONEY TO BETTER USE IN FURTHERING MY *EXPERIMENTS.* EXPERIMENTS, YOU WILL NOTE, WHICH HAVE *ALREADY* BORNE FRUIT.

OR ARE YOU TOO DENSE TO REALIZE I'M HOVERING IN A GENIUS HARNESS OF MY OWN DESIGN THAT ALLOWS INDIVIDUAL, SELF-GUIDED, HEAVIER-THAN-AIR *FLIGHT?*

THE TRULY BRILLIANT *NEED* NO ONE ELSE!!!

NO TIME TO DODGE *THIS* TIME--BUT IF I CAN USE PETEY'S WEB-SHOOTERS AS AN *OFFENSIVE* WEAPON, I JUST MIGHT BE ABLE TO--

THWIP

YES! TAKE THAT!

LET THIS BE A LESSON, YOU RAPSCALLION!

ATTACK ME, AND YOU'LL FIND YOURSELF ATTACKING *ALL* OF TEAM SPIDER-MA'AM!

OH, SPIDER-MA'AM.

YOU REALLY ARE A *DISAPPOINTMENT.*

A LUCKY SHOT, DONE WITH SOMEONE ELSE'S WEBBING, AND YOU THINK YOU'RE SOME KIND OF *HERO.* IF I MUST HAVE AN *ARCHENEMY,* I WOULD'VE AT LEAST PREFERRED SHE WAS *COMPETENT.*

INSTEAD I GET YOU.

A WOMAN WHO CAN'T EVEN *FIGHT ME* WITHOUT HELP.

A *LEECH* WHO *FEEDS* ON THE BRILLIANCE OF OTHERS.

AND NO AMOUNT OF LEECHES CAN EVER STOP *THE VULTURE!*

WELL, ANSWER ME THIS, "VULTURE"...

THWIP

...ARE ALL COSTUMED CRIMINALS QUITE SO *RUDE,* OR IS THAT SOMETHING *YOU* SPECIALIZE IN?

AUNT MAY! WHAT'S GOING ON?

DON'T WORRY, LOVES! I'M FINE! I'M JUST--OH MY GOODNESS, I'M FLYING!

I "WEB-SLUNG" ON TO THE BACK OF HIS FLYING HARNESS!

WHAT?! THE WEBBING WASN'T DESIGNED FOR THAT KIND OF TENSILE FORCE! UNCLE BEN--IF IT SNAPS, SHE'LL *DIE!*

PETER!

WE *MUTE* THE TRANSMITTER BEFORE WE SHARE OUR THOUGHTS OF DOOM AND GLOOM.

SORRY! SORRY, AUNT MAY!

THAT'S OKAY, PETER! I DON'T MIND! IT'S ALWAYS GOOD WHEN YOU EXPRESS WHAT YOU'RE FEELING, DARLING!

YOU'RE NOTHING WITHOUT THE PEOPLE HELPING YOU. YOU *SURE* THIS BORROWED TECH CAN HOLD YOU, SPIDER-MA'AM?

OR WILL YOU INSTEAD SOON BE FALLING TO YOUR *DEATH* FROM 30,000 FEET?

OKAY, MAY. YOU'RE BEING DULLED BEHIND A CRAZED EGOIST HIGH ABOVE THE CITY. HOW DO YOU GET YOURSELF INTO THESE SITUATIONS? AND MORE TO THE POINT

HOW DO YOU GET *OUT* OF IT?

OF COURSE PETER'S *WEBBING!*

THE HEAT FROM VULTURE'S VEST IS *COOKING* IT!

PETER! WHAT HAPPENS TO YOUR WEBBING WHEN IT'S *COOKED?*

COOKED? MAY, WE DIDN'T TEST FOR--

THWIP

QUICKLY, PETER!

...I MEAN, IN *THEORY,* THE MOLECULAR STRUCTURE WILL FUSE AND CREATE A HARDER AND MORE BRITTLE POLYMER, BUT-- KLIK

TURNED OFF THE RADIO FOR A SPELL. GOT TO FOCUS.

I'LL WORRY POOR PETEY, BLESS HIS HEART, BUT BEN CAN KEEP HIM CALM.

AND I'LL BE *DARNED* IF AFTER SPENDING FIFTEEN YEARS BAKING PETER'S WHEAT CAKES, I DON'T KNOW WHAT COLORS INDICATE *DONENESS*

GOT TO WAIT TILL THE PRECISE RIGHT MOMENT. THE PRECISE RIGHT HARD-NESS AND--

KRSH

NOW!

WHAT ARE YOU DOING NOW, YOU--

PERFECT. SHARP AND COOKED SOLID ALL THE WAY THROUGH! IT'S JUST THE THING...

FWAP

FOR A SPIDER-MA'AM IN NEED OF A *SPEAR!*

NO!

NO! NO, YOU FOOL!

YOU'LL KILL US BOTH!

I THINK NOT, VULTURE.

ONE FAULT IN YOUR "BRILLIANT SUIT" MIGHT BE ENOUGH TO KILL *YOU*, BUT LIKE I SAY...

...I'VE GOT A *TEAM* HELPING ME. AND WE KNOW WE'RE ALWAYS STRONGER *TOGETHER* THAN WE ARE *APART.*

I TRULY HOPE THAT ONE DAY YOU LEARN THAT WORKING IN A TEAM ISN'T A *WEAKNESS*, VULTURE. IT'S A STRENGTH.

WHAT YOU'RE DOING IS EASY. ANYONE CAN BE A *WEIRD* ANGRY LONER WHO YELLS ABOUT HOW SMART HE IS. YOU *KNOW* THAT, RIGHT?

AND LOOK AT THAT! WE'RE SWINGING IN RIGHT ABOVE A POLICE STATION.

POLICE! I'VE GOT A GIFT-WRAPPED CRIMINAL FOR YOU!

...ARE YOU CERTAIN YOU'RE EATING ENOUGH, OFFICERS? YOU'RE BOTH SO *SKINNY!*

NO! I CANNOT BE *DEFEATED* IN SUCH A WAY! *THE VULTURE WILL NEVER LOSE TO A SPIDER!*

WELL, I'M AFRAID YOU DID. BUT IF IT'S ANY CONSOLATION, DEAR: "SPIDER" IS MORE OF A *COSTUME* TO ME THAN MY IDENTITY.

IN TRUTH, I'M REALLY JUST YOUR FRIENDLY NEIGHBORHOOD *AUNT!*

...WELL, SHE DOESN'T LOOK LIKE ANY ANT *I'VE* EVER SEEN.

RIGHT?!

THE END

TELL THEM! TELL THEM I'M SERIOUS! I NEED THE FREQUENCY!

E.B. BRANT WNWZ

UH. OKAY. SO, *AGAIN.* THIS IS E.B. BRANT FOR MURROWTRIBE.COM.

E.B. BRANT WNWZ

LIKE I SAID *FIVE MINUTES AGO,* WE'VE GOT A FULL-ON SUPER-POWER HOSTAGE SITUATION GOING ON AT THE BRAND CORP LAB IN QUEENS.

DUNNO HOW MANY OF US ARE IN HERE BUT IT'S MORE THAN TEN AND IT'S GETTING TENSE, OKAY?

SO, COPS, FBI, WHOEVER'S COMING, CAN YOU BRING THIS NICE LADY HER FREQUENCY? *PLEASE.*

GET THE LEAD OUT, PEOPLE! SCRAMBLE! THIS IS A *CODE BLUE!* MOVE!

THE THREE-SIX HAS A SQUAD ON THE SITE, CAPTAIN. WE SHOULD--

WE'RE GOING. YOU'RE STILL ON THE INJURED LIST. TWO MORE WEEKS, GEORGE. YOU KNOW THE RULES.

THE LEG'S FINE, CAP. YOU KNOW IT'S--

YOU KNOW THE JOB. WE GO WHERE WE'RE NEEDED. WE DO WHAT WE CAN. SIT. STAY.

THAT'S AN ORDER, DETECTIVE.

RIGHT. WHERE I'M NEEDED.

STACY

WHAT I CAN.

ARE WE REALLY DOING THIS, GEORGY BOY? AGAIN?

YEAH...

WE'RE DOING THIS.

HM. TEN-MINUTE DRIVE TO THE BRAND BUILDING AT BEST SPEED.

GUESS IT'S A RACE.

"YOU CAN'T WIN THIS.

"DON'T YOU *GET* IT? YOU TOOK TOO LONG."

YOU WANTED COPS, RIGHT? WELL, BY NOW I'M BETTING THIS WHOLE PLACE IS SURROUNDED.

HEY! YOU LISTENING? YOU NEED TO RETHINK THIS THING.

I'M THE REPORTER! LET THESE PEOPLE GO AND JUST KEEP ME!

BRAVE, MS. BRANT. BUT STUPID.

EEP!

WHO-- WHO ARE YOU?

NOT IMPORTANT. JUST TELL ME WHAT I'M UP AGAINST HERE.

UP AGAINST? WHAT, YOU MEAN *THE SHOCKER?*

THE SHOCKER?

WHAT IS IT?

MAX! I WANT MAX! WHAT'S THE FREQUENCY? TELL ME!

!

YEAH. I'M CALLING HER THE SHOCKER. SHE'S ELECTRIC.

THANKS. I GOT THAT!

THE FILES ARE EMPTY! I NEED THE FREQUENCY!

FREQUENCY?

I DUNNO, MAN! SHE'S BEEN RANTING ABOUT IT THE WHOLE TIME!

I WANT MY SON, YOU MONSTERS!

QUIT JUMPING AROUND, WILL YA?! DO SOMETHING!

HEY! SHUT IT! I'M TRYING! I'M--

AGH!

TRY HARDER! THIS CHICK'S GONNA BLOW!

I *SEE* THAT! I'M JUST--

OKAY... WE'RE DONE HERE.

THE FREQUENCY! WHAT'S THE FREQUENCY?!

P-KOW

KRAKABOOM

"THAT'S YOUR STORY. GUY IN BLACK TAKES OUT THE PERP--THE SUPER-POWERED PERP-- ALL BY HIMSELF?"

"FOR THE EIGHTH TIME, MAN, *YES.*"

SO, UH... THANKS?

JUST DOING MY JOB.

HEY! WAIT! DON'T GO YET! HEY! AT LEAST GIVE ME A NAME!

"AND THAT'S IT? HE JUST LEAVES?"

LOOK, WHAT DO YOU WANT FROM ME? YOU GRILL ALL YOUR FREED HOSTAGES LIKE THIS?

I'M JUST TRYING TO GET IT ALL STRAIGHT, MISS BRANT. LOOK AT IT FROM MY SIDE.

I GOT TWO POTENTIAL PERPS HERE. ONE IN A CELL AND ONE IN THE WIND. YOUR STORY ISN'T HELPING ME.

IT'S GONNA BE THE SAME STORY NO MATTER HOW MANY TIMES I TELL IT.

TIK TAK TAK TAK TAK

MASKED HERO POPS IN, SAVES THE DAY, POPS OUT, THE END?

YEP. RAN UP THE WALL AND OUT! POOF!

NYPD

TAK TAK TIK TIK

"RAN UP THE WALL"?

THAT'S WHAT I SAID, CAPTAIN LINCOLN.

NYPD

BRAND CORPORATION: OPEN INVESTIGATION

WHAT, LIKE SOMETHING IN A CARTOON?

NO, MAN. MORE LIKE A *SPIDER.*

End file›

SPIDER-GEDDON #1

HEY! SINCE WHEN CAN SPIDER-MAN SHOCK PEOPLE?

ARE YOU GUYS *SERIOUS* RIGHT NOW? YOU THINK I'M THE SAME SPIDER-MAN YOU FOUGHT BEFORE?

NO WONDER EVERY TIME HE TALKS ABOUT *THE VULTURIONS* HE HAS TO TAKE BREAKS TO LAUGH.

NOT THAT HE MENTIONS YOU OFTEN. I'M GONNA SAY MAYBE TWICE. HE BRINGS UP *STILT-MAN* MORE.

ZZZT

ZZZT

AAGGKK!

HE'S ONE'A THOSE NEW SPIDER-PEOPLE. AN *AMATEUR*. WE CAN TAKE HIM!

THWIP

THWIP

HAH. Y'KNOW, I USED TO GET MAD WHEN CRIMINALS DIDN'T TAKE ME AS SERIOUSLY AS THE OTHER GUY.

NOW I *LOVE* IT.

MEANS AN EASY DAY AT WORK.

WHABAM

HELL WITH THIS...AND TO HELL WITH THE DAMN POISON DARTS!

HEY, SPIDER! THIS IS A .50 CALIBER, PUNK!

YOU LET ME GO OR YOU WON'T BE ABLE TO TELL THESE LOSERS FROM THE HAMBURGER THEY'RE COOKING!

OKAY, OKAY. LOOK, IT'S ME YOU WANT. JUST LET 'EM GO.

WHILE THEY'RE GOING THROUGH THE DOOR, YOU CAN TAKE A FREE SHOT AT ME. I MOVE, YOU STILL HAVE TIME TO SHOOT THEM.

WHAT DO YOU SAY?

DEAL.

BLAM BLAM BLAM

THWIP THWIP

FSSHHH

DUDE! THAT WAS *RIGHTEOUS!* YOU KNEW YOUR WEBS COULD STOP HIS BULLETS, *HUH?*

I HOPED.

EITHER WAY, I WASN'T GONNA LET HIM KILL *YOU GUYS.*

AW NO, WHAT'S THIS NOW?

GET INDOORS. WHATEVER IT IS, I'VE GOT IT...

...I HOPE.

MILES MORALES OF EARTH-616! A CRISIS OF APOCALYPTIC PROPORTIONS IS UPON US!

Spider-UK. BILLY BRADDOCK OF EARTH-833.

Octavia Otto. A HEROIC DR. OCTOPUS FROM EARTH-1104.

Spider-Woman. MAY "MAYDAY" PARKER OF EARTH-982.

Spider-Ham. PETER PORKER OF EARTH-8311.

HEY, MILES. WHAT HE'S TRYING TO SAY IS... YOU BUSY RIGHT NOW?

Spider-Gwen. GWEN STACY OF EARTH-65.

Spider-Punk. HOBIE BROWN OF EARTH-138.

Spider-Man Noir. PETER PARKER OF EARTH-90214.

WAIT, THE LAST TIME THIS MANY SPIDERS FROM OTHER WORLDS SHOWED UP, IT WAS TO FIGHT THE *INHERITORS.*

DON'T TELL ME SOMEONE SET THEM FREE FROM THAT HELLHOLE WE TRAPPED THEM IN!

NOT YET. BUT SOMEONE'S USING THEIR TECH, WHICH COULD GIVE THEM A WAY OUT.

SERIOUSLY? WHO'D BE CRAZY ENOUGH TO DO THAT?

San francisco.

YOU TRY MY PATIENCE, OCTAVIUS!

SOUTHERN CALIFORNIA BELONGS TO *COUNT NEFARIA.* THE NORTH WILL, AS WELL. STAND IN THE WAY OF MY MANIFEST DESTINY AND YOU WILL *DIE SCREAMING!*

PRESUMPTUOUS FOOL. SAN FRANCISCO IS UNDER *MY* PROTECTION. IT'S *YOU* WHO ARE THE INTERLOPER.

AND YOU, YOU INBRED FOP, MAY ADDRESS ME AS

THE SUPERIOR

OCTOPUS

"SUPERIOR"? TO ME? ABSURD.

I AM INVULNERABLE. *ALL-POWERFUL.*

ZAT

YOU ARE A *GANGSTER* WITH DELUSIONS OF GRANDEUR.

WHRAK

UFF!

AND I'VE CHARGED MY ARMS WITH AN ENERGY THAT *DISRUPTS* IONIC FIELDS.

I DON'T MERELY *REACT* TO THREATS, LIKE DAREDEVIL, SPIDER-WOMAN OR THE OTHER DOLTS WHO'VE CLAIMED TO SAFEGUARD SAN FRANCISCO.

I KNEW THE CRIME LORD OF LOS ANGELES MIGHT SEEK TO EXPAND HIS TERRITORY. AND I *PREPARED ACCORDINGLY.*

HOW--?

THIS SHOULD NOT BE! I AM INFUSED WITH *IONIC ENERGY!*

ENOUGH!

YOU PLAY AT THE HERO? THE *PROTECTOR?* VERY WELL.

SZAK

ACCEDE TO MY DEMANDS. OR EVERY INNOCENT SOUL ON THE BRIDGE WILL PERISH.

SPANG

TANG

TUNG

TAXI

ANOTHER EXPECTED TACTIC... AND AGAIN I AM TEN STEPS *AHEAD*. LOOK CLOSELY AT THESE IMAGES, NEFARIA.

OLD *VITTORIA NEFARIA*, ENJOYING RETIREMENT IN TUSCANY.

GIUSEPPE NEFARIA, OPENING HIS BAKERY IN MILAN.

YOUNG *PAOLO NEFARIA*, STUDYING FOR EXAMS.

"AND MY *OCTOBOTS* POISED TO KILL THEM ALL, AT THE TOUCH OF A BUTTON.

"YOU'RE *VAIN*, NEFARIA. YOU CARE ABOUT FEW THINGS MORE THAN YOUR NOBLE LINEAGE."

SO *YOU* ACCEDE TO *MY* DEMANDS. BE GONE.

OR YOUR NOBLE LINEAGE *ENDS*.

HA HA HAH!

WELL PLAYED, OCTAVIUS. I KNEW YOUR HEROIC POSE HAD TO BE A RUSE.

VERY WELL. I AM A BUSINESSMAN. SHALL WE NEGOTIATE TERMS FOR OPERATING IN EACH OTHER'S TERRITORY?

NO RUSE. I AM THIS CITY'S CHAMPION. SIMPLY GOING ABOUT IT IN A MORE...*EFFECTIVE* WAY THAN THE DOLTS YOU'RE USED TO FACING.

LEAVE OR YOUR FAMILY DIES. THERE IS NOTHING MORE TO NEGOTIATE.

VERY WELL. I AM A PATIENT MAN. A LUXURY OF BEING IMMORTAL.

BUT I SUSPECT I WON'T HAVE LONG TO WAIT. YOU'VE ADOPTED A ROLE THAT RUNS COUNTER TO YOUR FUNDAMENTAL NATURE.

PAMPERED FOOL. HIS ARROGANCE IS EXCEEDED ONLY BY HIS IGNORANCE.

HE THINKS HE'S PATIENT? I AM THE ONE WITH NO NEED TO FEAR DEATH!

MY MASTERY OF CLONING IS UNPARALLELED. BY COMBINING THE TECHNOLOGY OF THE *JACKAL* AND THE *INHERITORS* WITH MY OWN MODIFICATIONS...

...I HAVE A SUPPLY OF BODIES INTO WHICH I CAN TRANSFER MY CONSCIOUSNESS AT WILL!

I'LL RETURN WHEN IT'S DESTROYED YOU...AS IT INEVITABLY MUST.

OPEN

HE FANCIES HIMSELF IMMORTAL? I AM IMMORTAL. I AM UNCONQUERABLE.

I AM SUPERIOR!

Outside.

"THE AUTO EMPIRE?" REALLY?

WELL, A BIT OF HYPERBOLE'S STANDARD IN ADVERTISING-- OH, YOU'RE REFERRING TO THE HOMONYM.

EVEN IN A HIDEOUT, HE CAN'T RESIST PUTTING HIS NAME ON IT. *THAT'S* DOC OCK. AND THAT'S THE PROBLEM.

MAYBE WE *SHOULD* HAVE BROUGHT PETER.

TRUST ME, THAT'S A SURE WAY TO GET OCK *NOT* TO LISTEN TO REASON. WHY DIDN'T YOU GET JESSICA? SPIDER-WOMAN COULD HAVE HELPED HERE.

SHE'S GOT A BABY. TOO MUCH TO RISK.

REGARDLESS, LOOK AT US-- WE CAN HANDLE ANYTHING.

I'VE FOUND THE HIDDEN ENTRANCE.

DO WE, *UH, KNOCK?* FROM WHAT I KNOW OF DOC OCK, HE'S PROBABLY GOT TRAPS SET UP.

THERE'S NO TIME. WE NEED TO GET IN IMMEDIATELY. AS FOR TRAPS...

...I'LL SEE TO THOSE.

RRUNNCH

LET'S GO. ON YOUR GUARD.

SOMETIMES I FORGET HE'S SPIDER-MAN *AND* CAPTAIN BRITAIN PUT TOGETHER.

MAN'S GOT SKILLS. BUT I STILL WONDER IF WE SHOULD'VE TRIED HARDER TO *REACH OUT* TO DOC OCK.

INTRUDER ALERT! INTRUDER ALERT!

MAYBE WE STAND DOWN, WAIT FOR HIM TO COME TO US? PETER SAID OCK'S ON THE SIDE OF THE ANGELS NOW. HE MIGHT LISTEN.

OR HE MIGHT NOT. GIVEN HIS HISTORY, WE CAN'T TAKE THE CHANCE.

THIS WORLD'S OTTO OCTAVIUS IS THE FIRST I'VE SEEN WHO'S ANYTHING LIKE ME...WHO WANTS TO *HELP* PEOPLE.

I HAVE TO BELIEVE HE'LL SEE REASON.

I WISH WE COULD TALK TO HIM, TOO, OCTAVIA. AND WE *WILL* IF WE SEE HIM. BUT NO ONE HAS HIS NUMBER, AND IT DOESN'T EVEN SEEM LIKE HE'S HOME.

THERE'S NO TIME TO WASTE. WE HAVE TO DESTROY ANY TRACE OF INHERITOR TECH, *NOW.*

GOOD TIMING. I'VE FOUND THE CLONING BANKS. AND I'M GOING TO BLOW THEM TO KINGDOM COME.

HELL YEAH. LET'S GET AGGRO ON THIS STUFF.

YOU *DARE?*

SQUIP

OH, NOW THAT'S JUST NASTY.

YOU INVADE MY HOME? TRY TO DESTROY THE WORK OF MANY MONTHS?

THE ARROGANCE. THE TEMERITY!

I FOUGHT BESIDE SOME OF YOU. IN RECOGNITION OF THAT, I GIVE YOU ONE OPPORTUNITY TO RETREAT.

REMAIN, AND *DIE!*

DOC, WE'RE NOT YOUR ENEMIES. YOU'VE GOT TO LISTEN TO US. THOSE CLONING TUBES ARE *DANGEROUS!*

IF WE DON'T WRECK 'EM NOW, THE INHERITORS CAN USE THEM TO COME BACK. KARN SAW IT IN THE WEB OF LIFE AND--

AND *NONSENSE!* YOU LIE...OR KARN HAS LIED TO YOU. MY INSTRUMENTS SHOW MY CLONES ARE STABLE. CONTAINING *MY* DNA AND NO OTHER.

THEY'RE WRONG!

"WRONG"? I AM OTTO OCTAVIUS. I AM *NEVER* "WRONG."

IN FACT, IT WAS *I* WHO SUGGESTED WE *SLAY* THE INHERITORS WHEN WE HAD THEM AT OUR MERCY.

YOU WEAK-KNEED FOOLS CHOSE TO TRAP THEM ON THAT RADIOACTIVE WORLD. ANY PROBLEM IS *YOUR* DOING.

BUT I ASSURE YOU, I CAN CONTROL ANY RISKS FROM THEIR TECHNOLOGY. THERE IS *NOTHING* TO WORRY ABOUT FROM ME.

BLOODY TYPICAL.

TAKE HIM! ANYONE WHO CAN GET THROUGH, *DESTROY THE TUBES!*

THEN *THE DIE IS CAST!*

YOU'RE ONE OF SPIDER-MAN'S FRIENDS. DIDN'T HE TELL YOU I'M ON YOUR *SIDE?*

TZAT

IF YOU'D JUST LISTEN TO US I WOULDN'T HAVE TO DO THIS!

MY ARMS WON'T CONDUCT YOUR VENOM TOUCH, WHELP.

THIS ONE...

...WON'T BE CONDUCTING *ANYTHING.*

YOU DARE--? I JUST *REPAIRED* THAT!

OCTAVIA, WE COULD USE A HAND HERE!

GIVE ME A MINUTE, I KNOW HOW THIS WORKS...

THERE! OTTO, THEY USED YOUR TECH AGAINST ITSELF! CREATED A DATA LOOP. YOU'RE SEEING READOUTS FROM HOURS AGO!

LOOK!

ALERT! UNCONTROLLED CELL MUTATION!

W-WHAT--?

EVERYONE *DOWN!* I'M BLOWING THESE THINGS RIGHT--

URK!

MORLUN HAS RETURNED!

AND I SEE MY BREAKFAST AWAITS!

NOW THAT I'VE BEGUN FEEDING, YOU'LL HAVE TO DO BETTER THAN SMALL-ARMS FIRE.

EAT...

...THIS...

BOOOOM

IS HE...?

AN ADEQUATE APPETIZER.

ON TO THE *BUFFET* TABLE.

OCTAVIA, FREE THE OTHERS!

IT'S JUST ONE OF THEM! TOGETHER, WE CAN STILL WIN THIS!

YES! MY WORLD'S SPIDER-MAN HAS BEATEN THIS FOOL, AND TOGETHER WE ARE MORE THAN HIS SUPERIOR!

MORLUN DRAWS STRENGTH FROM LIFE FORCE, AND HE'S ONLY FED ONCE.

CRUSH HIM WHILE THE REST OF US STRIKE FROM A DISTANCE!

I DON'T TAKE ORDERS FROM YOU, OCTAVIUS. THIS MESS IS *YOUR* DOING.

BUT I CAN'T FAULT YOUR STRATEGY. *EVERYONE KEEP BACK!* I'LL PUT AN END TO THIS DEVIL!

TAKE YOUR FILTHY HANDS--

--OFF MY BROTHER!

SNAP

OH NO...

AND WHAT MANNER OF CREATURE ARE YOU?

NO MATTER. I'M SO HUNGRY I COULD EAT A *HORSE TOTEM.*

I AM YOUR *DEATH,* VAMPIRE! I AM--

DON'T BE GREEDY, DEAR SISTER.

RRNNGGH

NO!!!

→SNFF←

FEH. NOT A TOTEM AT ALL. A PATCHWORK...A *PRETENDER.*

UTTERLY *USELESS.*

JENNIX, VERNA, SEE TO THESE INSIGNIFICANT SPECKS. I HAVE A PERSONAL SCORE TO SETTLE.

YOUR PETTY GRUDGE AGAINST THIS WORLD'S SPIDER-MAN IS *CHILDISH,* BROTHER.

I UNDERSTAND YOU CLAIM VENGEANCE FOR HIS BESTING YOU, BUT IN THE SCHEME OF THINGS, HE'S *IRRELEVANT.*

OH, LET MORLUN HAVE HIS FUN, JENNIX. IT'S BEEN TOO LONG SINCE ANY OF US HAVE ENJOYED A PROPER HUNT.

THESE OTHERS ARE MERE *HORS D'OEUVRES.* YOU AND I CAN FINISH THEM EASILY...

...THEN SEE TO THE REUNION OF THE ***REST*** OF OUR FAMILY...

...AND THE ***REAL*** WORK OF TRANSFORMING THIS GUTTER DIMENSION INTO OUR ***NEW HOMEWORLD!***

WHAT HAVE I DONE...

WELL, JENNIX? ARE YOU PLANNING TO FREE OUR SIBLINGS FROM THAT RADIOACTIVE HELL-WORLD, OR JUST *GLOAT* ALL DAY?

The Superior Octopus.
OTTO OCTAVIUS OF EARTH-616.

Miles Morales.
SPIDER-MAN OF EARTH-616.

Spider-Woman.
MAY "MAYDAY" PARKER OF EARTH-982.

Spider-Punk.
HOBIE BROWN OF EARTH-138.

SO IMPATIENT, DEAR *VERNA*. I'D HOPED TO HAVE A SNACK FIRST...WITH SO MANY DELICIOUS MORSELS ON THE DESSERT CART.

Octavia Otto.
A HEROIC DR. OCTOPUS FROM EARTH-1104.

Spider-Gwen.
GWEN STACY OF EARTH-65.

Spider-Ham.
PETER PORKER OF EARTH-8311.

ATTACK! QUICKLY, BEFORE THEY USE THE CLONING TUBES TO RESURRECT MORE OF THEIR INFERNAL FAMILY!

YOUR CLONING TUBES. FOR THE GUY WHOSE STUPIDITY LET 'EM COME BACK, YOU'RE AWFULLY BOSSY.

HE'S RIGHT, THOUGH. WE NEED TO KEEP THEIR NUMBERS DOWN!

THESE MONSTERS KILLED MY FATHER. I DON'T NEED ANY INCENTIVE TO HIT THEM HARD.

OH, BOTHER. PERHAPS I *SHOULD* PRIORITIZE OUR FAMILY REUNION AFTER ALL.

CAN YOU SEE TO THIS RABBLE ALONE?

WHY, BROTHER...

...THAT'S THE *NASTIEST* THING YOU'VE EVER SAID TO ME.

WHRAKK

WE'VE GOT TO HIT HER ALL AT ONCE!

IT WON'T BE ENOUGH! OCTAVIUS, YOU'RE A SUPER VILLAIN! HAVEN'T YOU GOT SOME SORT OF SELF-DESTRUCT FOR THIS PLACE?

I AM A *HERO!* A *SUPERIOR* HERO TO ANY OF YOU CRETINS--

JUST ANSWER THE QUESTION!

OF COURSE I DO.

YOUNG LADY, IF YOU ARE INDEED AN OTHER-DIMENSIONAL COUNTERPART OF ME, YOUR AID IS APPRECIATED.

GLADLY. IT'S ALL SO... INTUITIVE.

STRIKE AND MOVE! DON'T GIVE HER A CHANCE TO GRAB YOU!

JENNIX! THE DISGUSTING OCTO-FREAKS ARE COMPLICATING MATTERS.

THEY ARE TRULY THE WORST.

I HATE WHEN SCIENCE IS RUSHED. IT'S HARDLY SIMPLE TO GROW A FULLY FORMED *INHERITOR* IN A MATTER OF MINUTES!

IT'S DONE! WE MUST RETREAT!

WE CAN'T LET THEM LEAVE HERE. MORLUN'S ALREADY OUT THERE!*

ANY ONE OF THESE GUYS IS A WMD! IF JENNIX ESCAPES, HE CAN START ALL THIS OVER AGAIN--

GOT YOU!

*SEE *PETER PARKER, THE SPECTACULAR SPIDER-MAN!* --NICK LOWE, EDITOR MAN

ARRH! ANNOYING GNAT!

GO, MILES. ALL OF YOU.

I'VE GOT THIS.

NO! I WON'T LET YOU SACRIFICE YOURSELF!

DIMENSIONAL WRISTWATCHES, REMEMBER? I'LL 'PORT OUT OF HERE AT THE LAST SECOND.

NOW WEB OFF THE ROOM AND GO!

THERE'S NO TIME TO ARGUE. WE NEED TO TRUST HER. SHE SAID SHE'S GOT IT, SHE'S GOT IT.

I HOPE.

ATTENTION. SELF-DESTRUCT IN THIRTY SECONDS.

YOU GAVE IT A *COUNTDOWN VOICE?* AND PEOPLE CALL *ME* CARTOONY.

SILENCE, SWINE.

YOU'RE BRAVE, FAST, AND SMART, FOR ONE SO YOUNG. BUT YOU'RE ALSO OVERCONFIDENT.

YOU UNDERESTIMATE MY SPEED--

NO!

--AND MY *HEARING.*

THIS DEVICE IS TIED TO THE *WEB OF LIFE AND DESTINY,* ISN'T IT? IT'LL PROVE USEFUL...

...AS WILL YOU.

I HUNGER.

AAGGHH!

WHAT--? THE COSTUME IS A *SYMBIOTE!*

JENNIX! THIS FOOD IS *COMPLICATED,* AND I FEAR I MAY JUST HAVE TO KILL IT WITHOUT A FEAST.

WE'LL SEE ABOUT THAT, YOU REN FAIRE REJECT.

NEARLY THERE, SISTER. NOT ONLY IS THE CLONING GOING WELL, BUT WAIT UNTIL YOU SEE THE CLOTHING I'VE--

SELF-DESTRUCT IN TEN... NINE...

AH. IT DOES SEEM WE MUST LEAVE.

...SEVEN... SIX...

VERNA! THIS WILL BE CLOSE. THE SPIDER-TOTEMS WE KILLED HAD SIMILAR DEVICES TO THE GIRL'S. PERHAPS I CAN ACTIVATE ONE--

AND I WILL DIE BEFORE I RELEASE *THIS* ONE! QUICKLY, BROTHER! BEFORE--

YOU'LL GET--THIS WATCH--OVER MY--

...TWO... ONE...

COME ON, GWEN. GET OUT HERE.

COME ON.

THE AUTO EMPIRE

BOOOOM

NO.

GWEN!!?

SHE'S NOT DEAD. SHE CAN'T BE. MAYBE SHE JUMPED SOMEWHERE ELSE--

NO NO NO NO NO. THEN WHERE IS SHE? SHE'D'VE JUMPED BACK BY NOW. *GWEN!*

YES, IT'S VERY SAD. I AM MORE CONCERNED WITH THE INHERITORS. BUT SURELY EVEN THOSE MONSTERS COULDN'T SURVIVE SUCH A BLAST--

BLOOP

OCTAVIUS, YOU PIECE OF--

STOP, MILES, THIS WON'T SOLVE--

DAMNATION.

WHAT'S WRONG?

I'VE DEPLOYED OCTOBOTS AROUND THE CITY. ONE JUST PICKED UP...

"...THIS.

"THE INHERITORS NOT ONLY ESCAPED... THEY ALSO FIRST RESTORED THEIR SIBLINGS."

THE REST OF YOU, ESTABLISH A BASE OF OPERATIONS. I WILL USE THIS DEVICE TO COMPLETE OUR FAMILY REUNION.

THE CRYSTAL CONTAINING THE ESSENCE OF FATHER SOLUS IS STILL OUT THERE. I SHALL RETRIEVE IT.

TH-THAT'S GWEN'S WATCH. BUT IF VERNA HAS IT--

NO...OH, NO...

GUYS...I KNOW. AND WE'LL MOURN HER LATER. BUT WE DON'T HAVE TIME NOW. YOUR *WORLD* DOESN'T HAVE TIME.

I KNEW GWEN PRETTY WELL. AND I KNOW SHE'D WANT US TO *KEEP FIGHTING.*

I'LL KEEP FIGHTING, ALL RIGHT! LET'S GO NOW, BEFORE--

NO. THEY'D SLAUGHTER US. WE NEED TO GET *HELP.*

THE GARISHLY CLAD SPIDER-PUNK--

SPIDER-*MAN.*

SILENCE. YOU'RE CORRECT. THE INHERITORS WILL TAKE NO CHANCES OF BEING KILLED WITHOUT SPARE BODIES IN WHICH TO RESURRECT THEMSELVES.

WITH MY LABORATORY DESTROYED, JENNIX WILL REBUILD HIS CLONING VATS. THAT WILL TAKE TIME...TIME WE CAN USE.

BRIX, BORA, DEIMOS, WITH ME. THE FASTER WE REBUILD MY CLONING VATS, THE SOONER OUR CONQUEST BEGINS.

BUT I'M HUNGRY.

I'M *HUNGRIER.* IT'S BEEN AGES SINCE WE'VE FEASTED.

YOUR HUNGER IS *PSYCHOSOMATIC,* BORA. YOUR CLONE BODIES ARE FULLY NOURISHED.

NOW CEASE THE IMPULSIVE BEHAVIOR THAT DEFEATED US LAST TIME, AND HEED YOUR BROTHER!

I REQUIRE SPECIALIZED EQUIPMENT TO CONTINUE MY WORK. TO ACQUIRE IT WOULD TAKE MUCH TIME.

FORTUNATELY, OUR ERSTWHILE HOST GRACIOUSLY PROVIDED ME WITH A SOURCE...

THEY'RE LEAVING...FOR THE *JACKAL'S* NEW U FACILITY. WHERE JENNIX WILL FIND ALL THE CLONING TECHNOLOGY HE NEEDS.

DAMN ME FOR A FOOL!

DON'T DESPAIR, OTTO. I REALIZE WE DON'T KNOW EACH OTHER, BUT I SUSPECT YOU'RE NOT THE TYPE TO ADMIT DEFEAT EASILY.

NO. I AM NOT.

AND LOOK WHERE IT'S LEFT US...

Loomworld. Earth-001.
Home of the Web of Life and Destiny.

WHAT HAS HAPPENED HERE? THERE'S BARELY ANYTHING LEFT OF THE PLACE!

WE'VE BEEN FIXING IT. RETURNING THE PIECES THAT MADE UP LOOMWORLD TO THEIR HOME DIMENSIONS.*

KARN... IT WENT BADLY.

*CHECK OUT *SUPERIOR OCTOPUS #1!* --TERRIFIC TETRAPUS NICK

I SAW, IN THE STRANDS OF THE WEB. MY FAMILY WALKS FREE ONCE MORE.

STILL, AS LONG AS OUR FATHER IS NOT YET RETURNED, THERE IS HOPE. HIS POWER ALWAYS HELD US TOGETHER. WITHOUT HIM, THE INHERITORS CAN BE BEATEN.

WE NEED HELP. WE NEED PETER PARKER.

HE QUARTERBACKED US LAST TIME, AND WE WON.

AND *JESSICA DREW.* WE NEED PEOPLE WITH EXPERIENCE, PEOPLE WHO KNOW HOW TO HANDLE THIS KIND OF STUFF.

LIKE ANYA CORAZON-- *ARAÑA.* SHE'S ALL TIED IN WITH THE SPIDER-TOTEMS...THEIR LEGENDS AND PROPHECIES.

REINFORCEMENTS, YES. BUT CERTAINLY *NOT* THE IMBECILES YOU MENTION.

IT IS THEIR FOOLISH "MORALITY" THAT LEFT THE INHERITORS ALIVE LAST TIME, RATHER THAN KILLING THEM WHEN WE HAD THE CHANCE!

WE REQUIRE ALLIES WHO WILL NOT HESITATE TO ***EXTERMINATE*** THESE MONSTERS ONCE AND FOR ALL!

YEAH, RIGHT...IT'S ***THEIR*** FAULT, NOT YOURS. YOU'RE JUST LIKE ***DOCTOR OCTOPUSSYCAT*** ON MY WORLD.

HOBIE, TELL THIS LOSER TO GET OUTTA HERE. WE DON'T NEED HIS KIND.

THE THING IS, HAM...

...I'M WITH OCK ON THIS ONE. WE SHOULDA KILLED 'EM WHILE WE COULD.

IF WE HAD, UK AND NOIR WOULD STILL BE ALIVE. ***GWEN*** WOULD STILL BE ALIVE.

I...HAVE SOME RESERVATIONS. BUT I THINK I AGREE.

OF COURSE. YOU ARE, AFTER ALL, A GENIUS.

YOU GUYS CAN'T BE SERIOUS! ***HE'S*** THE ONE WHO CAUSED THIS!

AND I HAVE LEARNED FROM MY MISTAKES, AS A SCIENTIST DOES. YOU AND YOUR ILK HAVE LEARNED ***NOTHING***, IF YOU WISH TO SHOW THE INHERITORS MERCY ***AGAIN.***

ENOUGH!

MY FAMILY'S RETURN HAS RENDERED THE FUTURE UNCERTAIN.

I CANNOT SAY WHICH COURSE OF ACTION IS CORRECT.

BUT I KNOW THAT REMAINING HERE, ARGUING AMONGST YOURSELVES, IS POINTLESS.

AND I KNOW YOU WILL NEED HELP.

SO GO, ALL OF YOU. PURSUE THE COURSE YOU THINK BEST.

TIME... AND *DESTINY*... WILL TELL WHO IS RIGHT.

I CAN TELL YOU THAT NOW.

WHATEVER. I'LL GO WITH THE GUY WHO GETS THE *WINS*.

WE'LL BE BACK, KARN.

FARE YOU WELL, MY FRIENDS.

IT HAS BEEN AN HONOR.

AH, BROTHER.

LOOK WHAT'S BECOME OF YOU. BEING ***MASTER WEAVER*** HAS MADE YOU SOFT...AND ***STUPID.***

DO YOU NOT SEE THAT BY SENDING YOUR PRECIOUS "FRIENDS" AWAY, YOU ONLY PROLONG THEIR SUFFERING?

KILLING YOU WILL BE A ***MERCY,*** KARN. WE SHOULD HAVE DONE IT MILLENNIA AGO.

I COULD SAY THE SAME, DEAR SISTER.

TO THE DEATH IT IS, THEN.

CH-TNK WHIRR CLICK

WHERE ARE WE?

MY LAB AT HORIZON UNIVERSITY. WITH MY UNIFORM DAMAGED, I REQUIRE SOMETHING NEW.

ARMAGEDDON'S HERE AND THIS GUY'S WORRIED ABOUT HIS CLOTHES.

IF YOU'RE THAT IMPATIENT, YOUNG MAN, FEEL FREE TO BEGIN RECRUITMENT.

THINK I WILL. CATCH YOU ON THE FLIP SIDE.*

*SEE WHERE SPIDER-PUNK IS IN LAST MONTH'S *EDGE OF SPIDER-GEDDON!* --TIME-IS-A-FLAT-CIRCLE NICK

OCTAVIA, CHECK MY SPIDER-BOTS, IF YOU'D BE SO KIND. WE'LL BE NEEDING THEM.

INGENIOUS. BUT--"*SPIDER-BOTS*"? I THOUGHT YOU USED OCTOBOTS AND CALLED YOURSELF "THE SUPERIOR OCTOPUS."

I DID. BUT THAT IDENTITY HAS...BAGGAGE. AND THIS WAR IS ONE OF SPIDERS, IS IT NOT? THUS, I HAVE DECIDED THE TIME IS RIPE...

...FOR THE RETURN OF *THE SUPERIOR SPIDER-MAN!*

THE DIE IS CAST!

I'VE ALWAYS WANTED TO SAY THAT. BUT I THOUGHT PEOPLE WOULD FIND IT SILLY.

YOU MUST LEARN NOT TO CARE WHAT IDIOTS THINK.

NOW--WE MUST CHOOSE OUR ALLIES WITH CARE. THEY MUST BE WILLING TO KILL THE INHERITORS...

...OR ABLE TO BE CONVINCED, WHEN THE TIME COMES.

I CAN USE THE WATCH TO SCAN WORLDS FOR LIKELY CANDIDATES.

ARE YOU...SURE WE DON'T NEED THE SPIDER-MAN WHOM MILES WENT AFTER? IF HE DID GET US THE WIN LAST TIME--

NO. WE DO NOT NEED HIM.

"MORLUN LEFT TO REVENGE HIMSELF UPON PARKER. HE MAY BE DEAD ALREADY.

"IN SEEKING HIM OUT, THE YOUTHFUL SPIDER-MAN WASTES TIME... AND COURTS HIS OWN DEATH.

"THE OTHERS WILL SEEK SOFT-HEARTED FOOLS LIKE THEMSELVES. LET THEM.* THEY WILL BE USEFUL AS CANNON FODDER.

*SEE MORE OF THIS IN *EDGE OF SPIDER-GEDDON #2!* --INTERTWINED NICK!

WE SHALL SELECT THOSE WHO WILL END THE PLAGUE OF THE INHERITORS.

STILL, PARKER DOES HAVE... USEFUL QUALITIES. I HAVE SEEN ENOUGH TO GRUDGINGLY ADMIT THAT. AND IN ALL THE INFINITE WORLDS...

...IT MAY BE THERE ARE PETER PARKERS WE CAN USE. ONES WHOSE LIVES PREDISPOSE THEM TO ACCEPT MY LEADERSHIP...

HMM.

INTERESTING.*

*THIS IS WHERE *SPIDER-GEDDON #0* FITS! GO GET IT, WEB-HEADS! --NICK-KNOWS-NUMBERS

BUT FIRST THINGS FIRST. THE PREVIOUS WAR PROVED THERE ARE THOSE WITH SPECIAL ROLES IN THE FIGHT AGAINST THE INHERITORS.

I GO NOW TO FIND ONE SUCH MAN... HERE ON THIS EARTH.

Las Vegas, Nevada.

KAINE! YOU MUST COME WITH ME IMMEDIATELY.

THE INHERITORS HAVE RETURNED. WE NEED *THE OTHER!*

One explanation later...

...SO I'M NOT "THE OTHER" ANYMORE. BUT I'LL HELP ANY WAY I CAN.

AND YOU ARE PREPARED TO SLAY THE INHERITORS?

BUDDY, I'LL ENJOY IT.

IF WE NEED EXTRA HANDS, I CAN CALL THE SCARLET SPIDER.

BEN REILLY? THE LUNATIC CLONE WHO TOOK ON THE GUISE OF THE JACKAL?

NO! NEVER! THEY'RE USING HIS TECHNOLOGY... IT'S HIS MADNESS THAT BROUGHT US TO THIS SORRY STATE!

SOUNDS TO ME LIKE YOU HELPED. AND HE'S LESS CRAZY THESE DAYS.

BUT SUIT YOURSELF. LET'S GO.

USING MY TECH?

OVER MY 27-TIMES-DEAD BODY.*

*BEN REILLY WENT THROUGH...SOME STUFF IN *THE CLONE CONSPIRACY*, IF YOU MISSED IT! --NEVER-MISS-AN-ISSUE NICK

Loomworld.

YOU MADE A GRIEVOUS MISTAKE, SISTER, STRIKING SO SOON. WHEN YOU DIE, JENNIX WILL BE UNABLE TO RESURRECT YOU.

THEN IT SHALL NOT BE I WHO DIES!

NO?

SHNK

AAGGH!

YOU MAY FIND IT DIFFICULT TO BELIEVE, SISTER, BUT I TAKE NO JOY IN THIS.

DEAR BROTHER...

...I DO.

AARRHH!

W-WHAT--?

AND *YOU* MADE THE FAR *MORE* GRIEVOUS MISTAKE.

BY BECOMING KEEPER OF THE WEB OF LIFE AND DESTINY, *YOU* HAVE BECOME A SPIDER-TOTEM.

ONE ON WHICH I CAN *FEED!*

CLANG

AND WITH YOUR DEATH, NONE STAND IN OUR WAY!

SOON WE WILL AGAIN BE IMMORTAL. SOON I SHALL RETRIEVE THE CRYSTAL HOUSING THE ESSENCE OF FATHER SOLUS.

SOON THE INHERITORS WILL RULE AGAIN!

Earth-3109.

UNNHH...

WHERE... AM I...?

AND WITHOUT A WEB-WATCH...

...HOW DO I GET BACK?

PETER PARKER: THE SPECTACULAR SPIDER-MAN #311

THREE TIMES.

THREE TIMES I HAVE FOUGHT THE SPIDER-MAN OF THIS WORLD.

HE HAS DEFEATED ME THREE TIMES.

IT IS THREE TIMES TOO MANY.

HE IS FOOD.

FOOD DOES NOT "WIN."

HE HAS BEEN LUCKY.

THAT LUCK RUNS OUT TODAY.

TODAY I FEED.

EVERY SECOND HE LIVES IS AN INSULT TO ME AND MY FAMILY.

HE MUST BE SHOWN HIS PLACE.

AND I WILL CONFIRM MY PLACE...

...AT THE TOP OF THE FOOD CHAIN.

THAT'S ALL, FOLKS!

WHAT? NO CHUCKLES OR ANYTHING FOR THAT?

CUT ME SOME SLACK, GUYS. THAT'S PRETTY GOOD QUIPPING FOR ZERO SLEEP.

YOU GUYS COULDN'T HAVE ROBBED THAT BANK DURING NORMAL OPERATING HOURS LIKE SENSIBLE CRIMINALS?

ANYWAY, I'M JUST GLAD I FINALLY TRACKED YOU DOWN. WHAT WAS IT, THREE BANKS BEFORE THIS ONE? THAT'S IMPRESSIVE.

BUT ENOUGH'S ENOUGH. YOU'RE STARTING TO GIVE STINKY, OFF-BRAND CARTOON CHARACTERS A BAD NAME.

HEY, LOOK AT THAT. THAT'S MY CUE.

POLICE

MORNING, BOYS! THE BAD GUYS ARE ALL WEB-WRAPPED FOR YA!

YOU'RE WELCOME!

HOW ABOUT THE PAPERWORK?

YEAH, THAT ALL DONE, TOO?

PHEW. THANK GOODNESS THAT'S FINALLY OVER WITH.

I AM EXHAUSTED

OH, GOOD. THE SUN IS RISING. THAT SHOULD GIVE ME A NICE, SOLID, HEALTHY HOUR AND A HALF BEFORE I NEED TO WAKE UP.

YOU KNOW WHAT, I'M WAY TOO TIRED. I'M GONNA KONK OUT MID SWING. AND I CAN'T HAVE THAT HAPPEN AGAIN.

I SHOULD JUST GET A CAB

WHAT THE--?!

HOLY CRUD!

I KNOW COMPETITION IS TOUGH WITH UBER, BUT COME ON, MAN. THIS IS A BIT AGGRESSIVE.

HEY, WHAT IN THE HECK HAPPENED? ARE YOU OKAY?

NOW WHAT?

OH, IT'S JUST THE MAIL.

SKREEE

WHAT THE HECK IS CAUSING ALL THE TRAFFIC AROUND HERE?

I SWEAR, IF THERE'S A BIG MEETING AT THE U.N. TODAY THAT NO ONE TOLD ME ABOUT I'M GOING TO BE REAL

SPIDER.

OH GOD

YOU'VE MANAGED TO EVADE ME THREE TIMES BEFORE.

MORLUN

WHAT'S HE DOING HERE?

NO MORE GAMES.

TODAY, I FEED.

SO, THAT'S A NO FOR A QUICK NAP?

OW.

I FORGOT HOW HARD HE HITS.

LUCKILY, I ONLY HAVE *SOME* VITAL ORGANS IN MY MIDSECTION.

AND GOD, HE'S FAST.

DIDN'T I LEAVE THIS NIGHTMARE ON AN IRRADIATED EARTH?

HOW THE HELL DOES HE KEEP COMING BACK?

YEAH, I KNOW, A LOT OF MY ENEMIES COME BACK

BUT AT LEAST VULTURE DOESN'T REQUIRE ME TO GET SUBSTANTIAL DENTAL SURGERY WITH EVERY SINGLE PUNCH.

I HATE THIS GUY

I NEED MY DIMENSIONAL TRAVEL WATCH

THIS FIGHT IS JUST A WASTE OF TIME AND BRAIN CELLS.

I NEED TO CALL THE WEB-WARRIORS. FIGURE OUT WHAT IS GOING ON. SEE IF THEY KNOW HOW MORLUN ESCAPED. IF HIS SIBLINGS ARE LOOSE TOO.

GOTTA GET BACK TO MY APARTMENT.

NO STUPID

THUMP

I CANT SHOW THIS MANIAC WHERE I LIVE.

I NEED HELP

COME ON. PICK UP.

PICK UP!

COWARD. I WILL NOT LET YOU OUT OF MY SIGHT. EVERY TIME I DO, YOU SCHEME SOMETHING.

THERE WILL BE NO ESCAPE THIS TIME.

HELLO?

JONAH! JONAH, IT'S PETER.

PARKER?! DO YOU KNOW WHAT TIME IT IS?

ACTUALLY, NO. BUT I KNOW IT'S EARLY. THIS IS AN EMERGENCY. A MEGA-EMERGENCY.

WHAT'S WRONG?

I NEED YOU TO GO TO MY APARTMENT AND FIND A DEVICE FOR ME.

WHAT IS IT?

IT'S KIND OF LIKE A WATCH, BUT THERE'S NO HANDS.

WHAT IS THIS, A RIDDLE?

IT'S METAL WITH SOME CIRCULAR THINGS ON IT AND IT LOOKS LIKE A SPIDER.

OF *COURSE* IT DOES.

IT'S GONNA BE THE ONLY THING IN THE ROOM THAT ISN'T FROM IKEA AND BROKEN.

IT SHOULD BE ON MY DRESSER.

JONAH, PLEASE HURRY. THIS IS PRETTY SERIOUS.

YOU CAN COUNT ON ME.

GOD, I HOPE HE FINDS IT

IT *IS* ON MY DRESSER, RIGHT?

IS THAT THING EVEN CALLED A DRESSER?

I'M NOT THINKING REAL GOOD RIGHT NOW

IS THE WHOLE WORLD BLEEDING INTERNALLY, OR IS THAT JUST ME?

ENOUGH.

ERRR--

--RRRRR--

--RGHH!

HURRY UP, JONAH.

JONAH?

WHAT ARE YOU DOING HERE? WHAT'S GOING ON?

HEY, RANDY. SORRY, CAN'T REALLY TALK. I'M HERE TO FIND SOMETHING FOR PETER.

WHAT? WHY? IT'S SO EARLY.

WHAT ARE YOU LOOKING FOR?

NOTHING. I CAN FIND IT.

I CAN HELP LOOK. I *AM* HIS ROOMMATE.

AND HIS ROOM CAN BE A BIT OVERWHELMING TO THE UNINITIATED.

NO, NO, IT'S BETTER YOU DON'T HELP. IT'S A PRIVATE THING.

PRIVATE?

YEAH. IT'S FOR A THING HE'S GOT. IT'S A THING THAT REQUIRES A... CREAM-BASED SOLUTION.

UHH...

GOTCHA?

HAPPY HUNTING!

THANKS.

THERE IS NO DRESSER IN HERE.

Comic Digest Special Combo

Mega Sale 30% OFF

SALE

OH, COME ON. NOW THIS JUST ISN'T FAIR.

OKAY, I NEED TO GET CLEAR OF EVERYONE. I CAN'T KEEP FIGHTING HIM IN SUCH CLOSE QUARTERS.

MAYBE I HEAD TO THE PARK.

THERE CERTAINLY AREN'T AS MANY GLASS WINDOWS TO SMASH THROUGH THERE.

GOTTA GET MOVING

BUT THIS BED IS SO COMFORTABLE

I PROMISE, JUST FIVE MORE MINUTES

SPIDER.

ALL RIGHT I'M UP

YOU ARE TRAPPED, SPIDER. THERE IS NOWHERE TO RUN.

I HAVE YOU CORNERED.

YEAH, THAT'S WHAT I ALWAYS THINK WHEN I'VE GOT A SPIDER CORNERED IN MY BATHROOM.

BUT SOMEHOW, THE LITTLE DING-A-LING ALWAYS MANAGES TO SLIP PAST ME.

SPIDERS ARE ANNOYING LIKE THAT.

BZZT BZZT BZZT

JONAH?

WHERE THE HELL IS THIS THING?

IT'S NOT ON THE DRESSER?

YOU DON'T HAVE A DRESSER.

I DON'T? WHAT'S THAT THING NEAR THE BED?

THAT'S A BEDSIDE TABLE.

BEDSIDE TABLE? THAT DOESN'T SOUND RIGHT.

TRUST ME, PARKER. I WAS MARRIED FOR A LONG TIME.

MAYBE THEN CHECK BEHIND THAT NEXT-TO-THE-BED TABLE. IT MIGHT HAVE FALLEN OFF.

ALL RIGHT, ONE SEC.

GOOD LORD, PARKER. THERE'S GARBAGE FROM THE REAGAN ADMINISTRATION UNDER HERE. DIDN'T YOU JUST MOVE INTO THIS PLACE?

THE JUDGING IS NOT REALLY WHAT I NEED RIGHT NOW, JONAH. PLEASE, JUST FIND IT.

RACULA

ALL RIGHT, ALL RIGHT. IF I DO FIND THIS THING, WHERE SHOULD I BRING IT?

I'M HEADING TOWARD CENTRAL PARK.

I HOPE.

RACULA

CAN YOU BE MORE SPECIFIC?

RACULA

NOT REAL-- ARGHHH!

KID?! WHAT HAPPENED?! ARE YOU OKAY?

OH MY GOODNESS! I THINK I GOT IT!

YOU THERE? PETE?! YOU THERE?!

I FOUND IT.

I THINK...

HEY, PARK--I MEAN, SPIDER-MAN! SPIDER-MAN!

I FOUND IT!

THIS IS INSANE. I'M NEVER GOING TO FIND HIM HERE.

PARKER!

HOLY CRAP!

GEEZ...

GOOD GOD, KID.

YOU LOOK LIKE DROPPED LASAGNA.

SPECIFIC.

WHAT THE HECK ARE WE DEALING WITH HERE?

WE AREN'T DEALING WITH ANYTHING.

DID YOU FIND IT?

I THINK SO.

PERFECT. THIS IS IT. THANK YOU.

NOW GET OUT OF HERE, JONAH. PLEASE.

I CAN'T JUST LEAVE YOU HERE. NOT LIKE THIS.

WHAT THE HELL IS GOING ON?

ME.

I KNEW IT. YOU LEAVE MY SIGHT FOR SECONDS AND YOU'RE SCHEMING.

JONAH! GO! NOW!

YOU'RE NOT ESCAPING ME THIS TIME, SPIDER.

NO!

ARGGHHH!

KRUNCH

PETER PARKER: THE SPECTACULAR SPIDER-MAN #312

THREE TIMES

THREE TIMES I'VE FOUGHT THIS VAMPIRE-DANDY-LOOKING NIGHTMARE.

THE FIRST TIME, HE NEARLY KILLED ME. THE SECOND TIME, HE ACTUALLY DID.

I'M ONLY ALIVE BECAUSE OF A MIRACLE.

I COULD REALLY USE ANOTHER MIRACLE RIGHT NOW.

DROP HIM, MORLUN.

I MEAN IT.

THE OTHER SPIDER.

THE *LESSER* SPIDER.

LESSER SPIDER?

COME ON, MAN, YOU'VE CLEARLY NEVER SEEN US AT KARAOKE.

OOOOFF!!!

I WILL DISPENSE OF YOU WITHOUT EVEN A THOUGHT.

I'VE ALWAYS CONSIDERED YOU PRETTY THOUGHTLESS!

WHAT WAS THAT?

MY VENOM STRIKE. IT'S USUALLY VERY EFFECTIVE.

ARGH!

SEE? LESSER SPIDER.

DUDE, ENOUGH OF THIS "LESSER SPIDER" CRAP.

I DON'T GO AROUND CALLING YOU "LESSER CRISS ANGEL."

I'VE KILLED COUNTLESS SPIDERS ACROSS COUNTLESS UNIVERSES.

DO YOU TRULY THINK YOU HAVE WHAT IT TAKES TO DEFEAT ME?

MAYBE. MAYBE NOT.

BUT I JUST NEEDED TO KEEP FIGHTING YOU LONG ENOUGH TO KEEP YOU DISTRACTED.

WHAT?

NO...

NO!!!

HE IS NOT SLIPPING THROUGH MY FINGERS AGAIN!

THWIP

SORRY, BUT I'M NOT DONE WITH YOU YET.

THWIP

I CAME HERE TO HELP SPIDER-MAN AND I'M NOT LEAVING UNTIL I KNOW HE'S OKAY.

ENOUGH!

OH NO.

THIS MEAL HAS BEEN KEPT FROM ME THREE TIMES BEFORE. YOU SPIDERS ARE ONLY HERE FOR US TO DEVOUR.

TO FEAST ON YOU IS MY BIRTHRIGHT.

NOTHING WILL STOP ME FROM TAKING WHAT IS MINE.

EHHH...

COME ON, PARKER, WE NEED TO KEEP MOVING.

I NEED TO GO BACK. HE NEEDS MY HELP.

ARE YOU INSANE? YOU'RE IN NO POSITION TO DO THAT.

I'VE NEVER SEEN YOU THIS BEAT-UP. I'M SHOCKED YOU'RE STILL ABLE TO STAND.

HEH. YOU SHOULD SEE THE OTHER GUY.

OH WAIT. YOU DID. AND HE LOOKS AMAZING. NEVER MIND.

HAVE YOU FOUGHT THIS GUY BEFORE? I CAN'T REMEMBER.

YEAH, THREE TIMES.

SO YOU'VE BEATEN HIM BEFORE?

YEAH. WELL, SORT OF. IT'S NEVER EASY.

WHAT'S HIS DEAL?

HIS DEAL? I COULD GIVE YOU HIS FULL DEAL OVER A LONG WEEKEND, PROBABLY.

BUT THE SHORTER DEAL IS THAT HE EATS THE LIFE FORCE OF PEOPLE WITH SPIDER-POWERS, AND HE REALLY HATES ME AND WANTS ME DEAD.

HE'S ALSO A WHINY JERK WHO THINKS HE SHOULD GET WHATEVER HE WANTS.

WELL, LET'S GET YOU AS FAR AWAY FROM HERE AS POSSIBLE.

THAT WON'T WORK. ONCE SOMEONE LIKE HIM FINDS SOMEONE LIKE ME, HE CAN ALWAYS FIND ME, ANYWHERE.

THERE'S NO ESCAPE FROM THIS GUY. YOU NEED TO GO, JONAH. THIS IS TOO DANGEROUS.

JONAH!

AND LEAVE YOU HERE LIKE THIS? NO WAY.

GET DOWN!

ARGHH!!

DON'T WORRY, SPIDER-- YOUR PAIN WILL BE GONE SOON.

I JUST NEED TO GET US ALONE.

SORRY, MORLUN. BUT I JUST DON'T FEEL THE SAME WAY ABOUT YOU.

WHAT ARE YOU DOING?!

THWIP

NO!

YOU ARE NOT ESCAPING FROM ME, SPIDER!

THWIP

THIS IS GONNA HURT

YEP.

THE GRASS WAS A LITTLE HARDER THAN I WAS EXPECTING, AND FLAT AND MADE OF STONE.

WHERE THE HECK DID I LAND? CONCUSSION PLAZA?

CENTRAL PARK ZOO

OH, THE ZOO. I HAVEN'T BEEN TO THE ZOO IN FOREVER.

MR. JAMESON! MR. JAMESON!

ARE YOU OKAY?

I'M FINE. I'M FINE.

GOOD TO HEAR. WHERE'S THE OTHER SPIDER-MAN? WHAT HAPPENED?

THAT MONSTER GRABBED HIM AND JUMPED THAT WAY.

DO YOU KNOW WHAT HAPPENED TO THIS?

THAT KOOK CRUSHED IT ON PETE--I MEAN, SPIDER-MAN'S WRIST.

CRAP. HE NEEDS THIS.

I'LL HOLD ON TO IT, BUT GETTING IT FIXED NEEDS TO TAKE A BACK SEAT RIGHT NOW.

SIR, I NEED YOU TO STAY HERE, OR PROBABLY EVEN BETTER, GET AS FAR AWAY FROM HERE AS POSSIBLE.

MORLUN IS NO JOKE.

I CAN'T JUST RUN AWAY. THERE'S GOT TO BE A WAY I CAN HELP.

YOU CAN HELP BY STAYING CLEAR. WE'RE GONNA HAVE OUR HANDS FULL ENOUGH WITHOUT NEEDING TO WORRY ABOUT YOU TOO.

THANKS. NOW I NEED TO GO FIND HIM AND MAKE SURE HE'S STILL ALIVE.

MY HEAD IS KILLING ME.

HAVING A HARD TIME CONCENTRATING

YOU WOULD THINK I'D BE USED TO GETTING PUNCHED IN THE HEAD BY NOW. IT'S BEEN HAPPENING FOR ABOUT HALF MY LIFE.

DID THE HIGH SCHOOL ME, WITH HIS NOSE BURIED IN HIS BOOKS, EVER FORESEE A FUTURE THAT INVOLVED MORE HEAD PUNCHES THAN THE ENTIRE *ROCKY* SERIES COMBINED?

BESIDES THE HEADACHE, MY RIGHT WRIST IS USELESS. AND GOD ONLY KNOWS WHAT MY INSIDES LOOK LIKE.

I COUNT A FEW CRACKED RIBS, AT LEAST.

THIS FEELS LIKE IT COULD BE THE END. I GUESS I SHOULD BE WORRIED ABOUT THAT.

BUT COME ON, I'VE BEEN HERE BEFORE SO MANY TIMES.

WITH GOBLIN, VENOM, KRAVEN, JUGGERNAUT, MORLUN.

AND EVEN THAT ONE TIME WITH HEAVY MACHINERY.

HERE LIES SPIDER-

I MANAGED TO FIGHT MY WAY OUT OF THOSE

RIGHT?

I MANAGED TO FIND THE STRENGTH SOMEWHERE.

OR MAYBE IT'S JUST MY DERANGED TYPE OF LUCK.

I'M LUCKY ENOUGH TO LIVE THROUGH THESE THINGS SO I LIVE ANOTHER DAY TO GET PUNCHED IN THE HEAD AGAIN AND AGAIN AND AGAIN.

BUT THAT LUCK'S GOT TO RUN OUT EVENTUALLY.

IS TODAY FINALLY THE DAY?

AM I REALLY GOING TO MEET MY END TO A GUY COSPLAYING AS BRAD PITT FROM *INTERVIEW WITH THE VAMPIRE*?

NO THANKS. GOTTA KEEP MOVING.

BUT MOVING TOWARD WHAT? I CAN'T FIGHT MY WAY OUT OF THIS. I'VE GOT NOTHING LEFT. I'VE NO STRENGTH IN ME AND HE'S TOO STRONG.

I DON'T KNOW WHAT TO DO

ALL I KNOW IS

I'M JUST SO TIRED.

COME ON, BRAIN. I'M ALWAYS HEARING ABOUT HOW IMPRESSIVE YOU ARE. TIME TO EARN YOUR KEEP.

SLEEP. YEAH, I KNOW, BRAIN. THAT WOULD BE GREAT.

BUT IT'S NOT TERRIBLY HELPFUL RIGHT...

WAIT.

THAT'S IT.

ZZZZZZ

IT'S TIME FOR SLEEP.

PETE!

MILES! THANK GOD YOU'RE OKAY.

"OKAY" IS A STRONG WORD, BUT YEAH, I'M STILL STANDING.

HOW ARE YOU? YOU LOOK LIKE ROAD-KILL.

I'LL LIVE.

BUT LISTEN, YOU GOTTA GET AS FAR AWAY FROM HERE AS POSSIBLE. LET ME TAKE CARE OF MORLUN.

IF HE'S BACK, THAT MEANS THE REST OF HIS FAMILY IS LOOSE TOO. YOU NEED TO GET WITH THE OTHERS AND TAKE CARE OF THAT.

YEAH, WE ARE. BUT I JUST CAN'T LEAVE YOU TO HANDLE MORLUN ON YOUR OWN.

TRUST ME, MILES. I GOT A PLAN AND IT'LL GO A LOT SMOOTHER WITHOUT YOU.

WHAT?

THAT CAME OUT WRONG. I MEAN THAT--

SPIDERS...

...OUT IN THE OPEN AND BEING AS LOUD AS THEY CAN.

HOW HAVE I NOT KILLED YOU BOTH BY NOW?

COME ON, PETE. WE GOT THIS GUY.

NO. WE DON'T.

HE'S TOO STRONG. AND LIKE YOU SAID-- I'M ROADKILL.

I WAS BEING METAPHORICAL.

AND I'M TRYING TO BE PRACTICAL.

WEB HIS FEET AND THEN FOLLOW ME.

WHAT?

NOW!

THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP

LET'S GO! THOSE WEBS AREN'T GOING TO HOLD HIM FOR LONG.

THE CAFE?! WHAT ARE YOU, HUNGRY OR SOMETHING? WHAT'S THE PLAN HERE?

I'LL TURN ON THE OVENS AND STOVES.

YOU START TEARING APART THE GAS LINES.

OH GEEZ...

ZOO

COME ON. HE'LL BE IN HERE ANY SECOND AND WE GOT TO GET SOME DISTANCE.

RUNNING. LIKE COWARDS.

WHERE ARE YOU?

SORRY, ZOO.

KA-BOOM

WOW.

COME ON--THAT WON'T SLOW HIM DOWN TOO LONG EITHER.

BUT IT SHOULD GIVE US ENOUGH TIME FOR WHAT'S NEXT.

RESTRICTED AREA
EMPLOYEES ONLY

WHOA! THERE'S ENOUGH TRANQUILIZER IN HERE TO TAKE DOWN, LIKE, 800 BEARS.

OR ONE MORLUN. HOPEFULLY.

THAT'S THE PLAN?

THAT'S THE PLAN.

SO, HOW DO WE DO THIS? WHAT DO YOU NEED ME TO DO?

I NEED YOU TO STAY CLEAR OF HERE. I NEED THIS TO BE JUST HIM AND ME.

I NEED TO BE ABLE TO CONTROL HIS FOCUS. AND I CAN'T DO THAT WITH MORE PEOPLE THAN ME AROUND.

I'M NOT GOING TO LEAVE YOU HERE ALONE.

DUDE, I APPRECIATE THAT, BUT THAT'S NOT WHAT'S GOING TO WIN THE DAY.

THE OTHER SPIDERS NEED YOUR HELP WITH THE REST OF THE INHERITORS. I'M IN NO CONDITION TO LEAD ANYBODY.

BUT *YOU* ARE.

THE PRIORITY IS STOPPING *THEM.* ALL OF THEM.

YOU CAN DO THAT WITH THE REST OF THE SPIDERS. AND I CAN HANDLE MORLUN.

BUT WE HAVE TO BE SMART.

IT WORKS TO THEIR BENEFIT TO HAVE US ACT OUT OF EMOTION AND FEAR.

SO INSTEAD, WE GOT TO BE SMART AND DO WHAT'S GOING TO GIVE US THE VERY BEST CHANCE OF BEATING THEM.

WHY DOES BEING SMART FEEL SO BAD?

IGNORANCE *IS* BLISS.

BUT TRUST ME, THIS IS GOING TO WORK.

AND CAN YOU DO ME ONE MORE FAVOR...

WHAT?

BEEP

MOP THE FLOOR WITH THOSE STUPID INHERITORS.

YOU GOT IT, PETE.

ALL RIGHT, NOW. MORLUN, IT'S JUST YOU AND ME.

SO HE'S FIGHTING THAT THING THAT TORE UP THE EAST SIDE IN THERE?

THAT'S RIGHT, LIEUTENANT.

AND SPIDER-MAN NEEDS OUR HELP.

SPIDER-GWEN: GHOST-SPIDER #1
"UNCHARTED"

EARTH-65.

SPIDERS ARE *AMAZING.*

NiGhtmarE Night Club

ANYWHERE ON EARTH YOU GO, THERE'S A SPIDER.

PROBABLY INCLUDING YOUR SHOWER.

THEY GET A BAD RAP, BUT SERIOUSLY:

THEY'RE FAST, THEY'RE ADAPTABLE AND THEY *SURVIVE.*

NiGhtmarE at the Night Club

PEOPLE CAN LEARN A LOT FROM SPIDERS. I KNOW I HAVE.

BUT AS ANYONE WHO'S TRIED TO *SQUASH* ONE CAN TELL YOU, THE BEST THING ABOUT SPIDERS...

...IS THAT THEY CAN *MOVE.*

WOO-HOO!

OH, I HAVE *MISSED* THIS.

I MEAN, I'VE MISSED A LOT OF THINGS, BUT *THIS?*

THIS IS LIKE RIDING THE BEST ROLLER COASTER IN THE WORLD. AND IT'S NEVER THE SAME RIDE TWICE, AND YOU NEVER HAVE TO WAIT IN LINE.

THIS IS *FREEDOM.* AND I AM NEVER, *EVER* GOING TO GIVE IT UP AGAIN.

MY NAME'S GWEN STACY. YOU MAY ALSO KNOW ME AS SPIDER-WOMAN, OR--UGH--SPIDER-GWEN.

I'M PART OF A STORY THAT REPEATS OVER AND OVER AGAIN ACROSS THE MULTIVERSE: A SCIENTIFICALLY MODIFIED SPIDER, A BITE AND BAM--*SUPER*-POWERS.

BUT SUPER-*POWERS* COME WITH SUPER-*PROBLEMS*, AND--

WAIT. WHAT WAS THAT?

SUPER-PROBLEMS AND MUGGERS.

LOTS AND LOTS AND *LOTS* OF MUGGERS.

YOU KNOW, THIS IS WHY WE HAVE A BAD REPUTATION AS A TOURIST DESTINATION.

SPIDER-GWEN!

...YEAH.

I HAVE *GOT* TO GET A NEW CODENAME.

YOU'RE SUPPOSED TO BE IN PRISON!

SERVED MY SENTENCE, DID MY TIME, CHOOSE YOUR OWN PLATITUDE.

HOW ABOUT WE PUT DOWN THE GUNS AND WALK AWAY?

OKAY, GUESS NOT.

AIGH!

CLCK

THAT'S COOL. I MEAN, I WAS GOING TO GO GET A BURGER, BUT YOU DO YOU.

=SIGH=

THIS COULD HAVE BEEN SO *EASY.*

AND NOW IT'S GOING TO BE *STICKY* AND *WEIRD,* AND IT'LL PROBABLY ANNOY MY *DAD.*

SO THANKS FOR THAT.

THAT'S COOL!

ENJOY GETTING ARRESTED FOR WAVING YOUR GUN AROUND!

AMATEURS.

UM.

IT'S... IT'S REALLY YOU.

CRUD.

OKAY. THIS IS NEW. AND WEIRD.

THANK YOU SO MUCH!

YOU'RE NOT... UPSET?

WHAT? NO! YOU SAVED ME!

YOU'RE OUR HOMETOWN HERO. PEOPLE HAVEN'T FORGOTTEN WHAT YOU DID FOR US BY CLEARING OUT THE ***HAND.****

I'M SO GLAD YOU'RE BACK.

*BACK AT THE END OF ***SPIDER-GWEN VOL. 2,*** TRUE BELIEVERS! --DEVIN

I, UH...THANKS. REALLY.

CAN YOU CALL THE COPS TO PICK UP THESE JERKS? I REALLY WANT THAT BURGER.

CONSIDER IT DONE.

COOL.

"I REALLY WANT THAT BURGER"? "COOL"?

THERE IS SOMETHING WRONG WITH ME. MAYBE PRISON BROKE MY WITTY BANTER.

OR MAYBE I'M JUST HUNGRY.

I HAVE, LIKE, NO MONEY. NEGATIVE MONEY.

I COULD GO RAID DAD'S FRIDGE, BUT *UGH*. HE'S STILL EATING QUINOA. QUINOA! WHY--

WAIT. IS THAT...?

HARRY!

HARRY IS MY FRIEND.

HARRY WILL BE GLAD TO SEE ME.

BUT BEST OF ALL, HARRY'S *LOADED.*

HARRY!

GWEN?

GWEN!

LONG TIME NO SEE!

I'LL SAY!

HOW HAVE YOU BEEN?

OH, YOU KNOW--

GRRROWL

--HUNGRY?

HA!

COME ON, THEN. LET ME BUY YOU DINNER.

MY FAVORITE WORDS.

Nattes
I CAN'T GO TO BED, TAKE A NAPPE!
WHEN DID YOU GET OUT?
FIFTY-TWO DAYS AGO.
THAT'S... AWFULLY SPECIFIC.
PRISON MAKES YOU SPECIFIC.
UM. YEAH. I MEAN...DO YOU WANT TO TALK ABOUT IT?
NOT REALLY. BUT EVERYONE ELSE DOES, SO I'M GETTING USED TO IT. MJ AND THE GIRLS SAT ME DOWN FOR FULL DISCLOSURE ON DAY ONE.
DID IT SUCK? YEAH. AM I SORRY I GOT CONVICTED? I...
NO. ACTIONS NEED TO HAVE CONSEQUENCES. SUPER-POWERS SHOULDN'T MEAN ONLY SUPER-PEOPLE GET TO HOLD YOU RESPONSIBLE FOR YOUR ACTIONS.
A LOT OF PEOPLE LIKE ME MEAN WELL. THEY HAVE THE BEST INTENTIONS. BUT HAVING POWERS CAN MAKE YOU...
CARELESS?
YEAH. CARELESS. I NEED TO WORK HARDER, SO THAT HAPPENS LESS.
YOU'RE STILL GOING TO DO IT? THE HERO STUFF?
I...YEAH. I AM. IT'S IMPORTANT TO ME. I NEED TO FIGURE OUT WHERE SPIDER-WOMAN ENDS AND GWEN STACY BEGINS, BUT...YEAH.
GOOD. THE CITY HASN'T BEEN THE SAME WITHOUT YOU.
I--I'M SORRY, HARRY, BUT I HAVE TO GO.
OH, OKAY. SEE YOU--
--SOON?
GWEN STACY, YOU ARE A TOTAL NERD.

TOOK YOU LONG ENOUGH.

SPIDER-HAM?! WHAT ARE YOU DOING HERE?

CAME TO GET YOU. IT'S BEEN A LONG TIME. TOO LONG.

DON'T I GET A HUG?

I SWEAR HUGS ARE THE THEME OF THE NIGHT.

WHAT?

NOTHING. WHAT'S GOING ON?

DOES SOMETHING HAVE TO BE GOING ON?

YES.

THAT MAKES SENSE, SINCE SOMETHING *IS* GOING ON.

SOMETHING'S UP IN PETER PARKER'S HOME TERRITORY. NOT SURE JUST WHAT, BUT IT'S NOT GOOD.

NOT-GOOD HOW? STUBBED TOE NOT-GOOD? MILES GOT GROUNDED NOT-GOOD? BROOKLYN 88 GOT CANCELED NOT--

INHERITOR NOT-GOOD.

...INHERITORS?

I... OH.

YEAH.

WE GOTTA GO.

YEAH.

I WOULDN'T WORRY TOO MUCH. IT'S PROBABLY A FALSE ALARM.

WE'LL HAVE YOU HOME--

"--IN NO TIME."

NNNGH. WHAT...WHAT HAPPENED?

WHERE ARE SPIDER-HAM AND THE OTHERS?

I WAS...WE WERE TRYING TO STOP DOC OCK FROM DOING...SOMETHING...

AND THEN--

OH NO.

THE INHERITORS. THEY'RE BACK.*

*SEE SPIDER-GEDDON #1 AND #2, TRUE BELIEVERS! --DEV

SPIDER-MAN NOIR, SPIDER-UK...THEY...

THEY'RE...

SNAP

WE'RE LOSING. WE CAN'T LOSE.

I HAVE TO--HAVE TO GET BACK, HAVE TO--

MY WATCH? MY WATCH!

OH NO.

MORE IMMEDIATE PROBLEM:

THAT'S GRAVITY.

I HATE GRAVITY.

GRAVITY SPOILS EVERYTHING.

THAT *SKYLINE*, THOSE *BILLBOARDS*--

WHERE *AM* I?

GOTTA SLOW MY DESCENT.

CAN'T DO IT ALL AT ONCE, THAT'S--

WELL, THAT'S A BAD IDEA EVEN IF YOUR NAME *ISN'T* GWEN STACY.

OW.

OW.

OW.

BAM

...OW.

OW. OW. OW.

THAT'S...

THE MULTIVERSE IS BASICALLY ONE LONG EXERCISE IN PRODUCT PLACEMENT.

WANT TO KNOW THE WORLD YOU'RE IN WITHOUT LOOKING FOR A SUPER HERO FIGHT?

FIND OUT WHETHER THE VENDING MACHINES SELL DR. PEPPER OR PROFESSOR POP.

PROFESSOR *POW?*

I DON'T KNOW THIS BRAND.

I DON'T KNOW THIS *WORLD.*

LET'S RECAP: THE INHERITORS ARE BACK--VAMPIRIC JERKS WHO WANT TO KILL ALL SPIDERS.

MY FRIENDS ARE *DYING*, MY WATCH IS *GONE*, AND I'M *STRANDED* IN A WORLD I *DON'T KNOW.*

I NEED A GENIUS. A MECHANICAL GENIUS.

I DON'T KNOW WHERE REED RICHARDS IS. I DON'T KNOW WHERE TONY STARK IS.

I DON'T EVEN KNOW IF THEY *EXIST* IN THIS--

--WORLD.

OSCORP. OF *COURSE.*

DON'T HAVE TO STAY LONG, JUST LONG ENOUGH TO GET *HOME.*

BUILDING A BETTER FUTURE - TODAY

OSCORP

I HOPE THIS ISN'T ONE OF THE WORLDS WHERE THE OSBORNS ARE EVIL.

THAT WOULD BE...REALLY INCONVENIENT.

"I'M SORRY, MR. SUPER VILLAIN, BUT COULD YOU BUILD ME SOME DIMENSION-HOPPING TECHNOLOGY SO I CAN GO FIGHT PEOPLE WHO ARE PROBABLY WORSE THAN YOU?"

NOT MY BEST SALES PITCH.

IT'LL BE FINE. IT'LL BE *FINE*. SUPER VILLAINS DON'T PAY FOR ADVERTISING.

THEY SPEND THEIR BUDGETS ON *DEATH RAYS* AND *NINJAS*.

I HAVE TO GET BACK. I *HAVE* TO GET BACK.

THE SPIDERS--MY *FRIENDS*--ARE COUNTING ON ME.

I HAVE TO-- WHAT?

...ABANDONED?

NO.

OSCORP

NO. *NO!* SOMEONE HAS TO BE HERE! THEY *HAVE* TO BE!

IT DOESN'T LOOK LIKE ANYONE'S BEEN HERE IN...

...IN YEARS.

WHAT *HAPPENED?*

MAYBE IT'S NOT A TOTAL LOSS.

I CAN LOOK FOR THE LABS, SEE IF THERE'S ANYTHING--

VRRRRRRMMMMMMMM

THAT *SOUND.*

OH PLEASE, NO, I DON'T HAVE TIME FOR THIS.

HAHAHAHA-

GUESS I'M GOING TO *MAKE* TIME.

TRICK OR
TRESPASSING!

BOO!

HEY! THIS IS NOT HOW YOU SAY "HELLO"!

WHOA!

HAHAHAHA!

YOU NEED A BETTER CATCHPHRASE!

WHO ARE YOU?

HAHAHA!

I TAKE IT BACK!

YOU'RE NOT INVITED TO MY HALLOWEEN PARTY!

OH GOOD, YOU CAN BE REASONABLE. I--OW!

I MEAN, DO PEOPLE--

BOOM

HOLD STILL AND LET ME SQUASH YOU!

DOES THAT WORK?!

--ACTUALLY LISTEN?

LOOK, I'M SURE YOU'RE VERY EVIL, BUT CAN WE JUST...NOT? PLEASE?

I NEED TO GET OUT OF HERE.

BOOM

WOULD YOU STOP THAT?

YOU'RE NOT A VILLAIN. YOU'RE A BULLY.

I HATE BULLIES.

I DIDN'T DO ANYTHING TO YOU!

I JUST WANT TO GO HOME!

HAHAHAHA!

SPINNING THE GLIDER TO TRY TO KNOCK ME OFF. BECAUSE I WON'T JUST STICK TO IT? ROOKIE MOVE.

DEFINITELY A WORLD WITHOUT A SPIDER, I GUESS.

DID YOU NOT STUDY BIOLOGY *AT ALL?*

HONESTLY, THAT WAS ALMOST EMBARRASSING.

WAIT!

WHAT?

OOF!

HA!

I SHOULD STOP HER.

I SHOULD GO *AFTER* HER.

I'M NOT HERE TO HAVE A BIG BOSS BATTLE. I NEED TO GO--

WHAT ARE YOU DOING HERE?

I KNOW THAT VOICE.

I DON'T WANT THIS.

WHO ARE YOU?

I--

YOU SHOULDN'T BE HERE. SOMEONE COULD HAVE BEEN HURT.

PETER, I...

THIS IS A RISK.

BUT WHERE THERE'S A PETER, THERE'S ALMOST ALWAYS A GWEN.

AND SHE'S ALMOST ALWAYS LONG DEAD.

HOW DO YOU KNOW MY NAME?

PETER, IT'S ME.

I'M GWEN STACY.

AND I NEED YOUR HELP.

SPIDER-FORCE #1
"15 MINUTES"

YOU PEOPLE ARE ALL DEAD.

I KILLED YOU.

Marvel Comics presents...

THE UNCANNY SPIDER-FORCE 15 MINUTES

NOT YOU, VERNA.

NOT YOUR EVIL FAMILY, THE INHERITORS.

BUT THESE IDIOTS CLIMBING INTO THIS TUNNEL...

--WHOM I SPECIFICALLY ORDERED TO NOT SAVE ME.

NO!

I ORDERED YOU--

YOU'RE WELCOME, JACKASS.

WE CAME UP WITH A BETTER PLAN THAN "KAINE GETS SMASHED LIKE A BUG."

SUE US.

ONLY QUESTION NOW IS--

HOW LONG CAN YOU TREAD WATER...?

THE TUNNEL

THE IDIOTS COLLAPSED THE TUNNEL BENEATH THE *RIVER*--

--UNLEASHING A MASSIVE *SURGE*

--OF *RADIOACTIVE* WATER.

BLAAAGGKT

I'VE BEEN CALLED A *HERO*. A "*SUPER*" HERO.

THERE'S NOTHING HEROIC ABOUT KILLING YOUR FRIENDS.

PRESUMING I SHOULD ACTUALLY CALL THESE PEOPLE "*FRIENDS*."

EARTH-3145 IS HEAVILY *RADIOACTIVE*.

WHICH MEANS WE'RE ALL GONNA *DIE* HERE.

WELL--

--EXCEPT *HER*. JESSICA DREW--THE SPIDER-WOMAN.

YOUR *RADIATION SUITS* ARE *DAMAGED*.

OUR *FIFTEEN MINUTES* ARE *UP*.

THE BUNKER. *NOW*.

WE'VE ALREADY BEEN EXPOSED. WE'RE ALL *DEAD*.

AND I'M THE ONE WHO KILLED US. STARTING WITH--

"Charlie"

EARTH-218

YESTERDAY

WHO'S THIS LITTLE--

CHKK

AWW. HAIL NO.

CHKK CHKK

GIMME DAT PHONE.
HOW MANY YEARS YOU BEEN SEVENTEEN?
WHAT?
HOW MANY *YEARS?*
FIGURE AT *LEAST* FOUR.
THWWIIP!
GHURRKK!
TWO YEARS RUNNING GAME DOWN AT ACS. TWO AT HORIZON.*
I'M GONNA HURT YOU NOW. IT'S NOT PERSONAL--
WAIT, NO. SECOND THOUGHT, MAYBE IT IS--
*ACS = ADMINISTRATION FOR CHILD SERVICES; HORIZON JUVENILE DETENTION CENTER. --NICK
I KNOW YOU DON'T HAVE OTHER OPTIONS OUT HERE, BUT...
I JUST FREAKING HATE DOPE BOYS.
I'D GIVE YOU A *GOOD* BEATING--
--BUT WHEN YOU SHOW UP EMPTY-HANDED--
--PRETTY SURE YOUR JUGGLER WILL HANDLE THAT FOR ME.*
*JUGGLER = DRUG DEALER. --NICK
FIRST WARNING.
LAST WARNING.
TODAY IT'S YOUR STASH. TOMORROW IT'S YOUR *TEETH.*
STAY OFF THE BLOCK.

A PUBLIC SERVICE MESSAGE FROM YOUR FRIENDLY NEIGHBORHOOD--

--SPIDER-KID.

TWWWIPPP!

TWWWIPPP!

TWWWIPPP!

RIPPING OFF DOPE DEALERS TO PAY THE RENT IS PRETTY STUPID.

YOU SHOULD JUST *TAKE OVER* THEIR CORNERS AND *RUN* THE OPERATION. AND, HEY--

--*NEVER* SHOW YOUR REAL FACE, STUPID.

OKAY, (A) I'M NOT A *CROOK*.

(B) LIKE SOME *BUTT WIPE* IS GONNA I.D. ME. I LOOK LIKE EVERY OTHER USELESS KID IN QUEENS.

WHO *ARE* YOU AND WHAT DO YOU *WANT*?!

I'M SUPPOSED TO SAY I WANT YOU TO GO BACK TO THE *GROUP HOME* YOU RAN AWAY FROM.

STAY IN SCHOOL. BRUSH BETWEEN MEALS.

BUT WHAT FUN WOULD *THAT* BE.

IF YOU *DON'T* CATCH THE SAFE, IT'LL SAIL OUT THE "*BALCONY*" AND KILL SOMEBODY BELOW.

IF YOU *DO*, THE SHEER *WEIGHT* OF IT--

--

--CRIPES--

WHHUMMPPFFF--!

KREE-RAAASSH!

PETER--

CHARLIE!

PETER PARKER, MY NAME'S ASHLEY BARTON AND I'VE BEEN SENT TO GRAB YOU UP.

WHY?!

TO HELP SAVE THE WORLD.

YA-HUH.

WHAT'S MY END?

WHAT'S THE WORLD DONE FOR ME THAT I SHOULD WANNA SAVE IT?

C'MON, PETER--WITH GREAT POWER--

SHUT UP!

DON'T EVER SAY THAT TO ME AGAIN!

CAN'T ESCAPE WHO YOU ARE, GRAMPA.

WHHAA-AAAH!

OKAY, TWO PROBLEMS WITH ME BEING YOUR GRAMPS: ONE, I'M THIRTEEN.

TWO, YOU'RE BLACK.

BLACK-ISH. MAYBE A GOOD TAN...

PUT ON THE WATCH, PETEY.

THIS GOOFY THING? I'M THIRTEEN, NOT FIVE.

AND NOW YOU'RE HOMELESS. C'MON, GRAMPA--

--TIME'S WASTING.

"Jessica"

EARTH-616

YESTERDAY

JESSICA.

JESSICA. ROGER...?

...THE DEVIL'S GOING ON HERE...

...THE DOOR JUST OPENED *ITSELF*...?

OF COURSE.

CANE!

-GURGLE-

CANDY CANE!!!

WHATEVER YOU *WANT*, KAINE--

--THE ANSWER IS *NO*.

THE *INHERITORS*, JESSICA.

IMPRISONED ON THAT ALTERNATE EARTH...

NOT ANYMORE. THEY'VE *ESCAPED* THE PLANET, BUT *VERNA* IS HEADED *BACK* THERE--

--AND SO ARE *WE*.

"WE"?

JESS! THE RUGRAT GOT ME AGA--OH.

SHE'S GOING AFTER THE *SOLUS CRYSTAL*, JESS.

WE HAVE TO STOP HER.

IF SHE SUCCEEDS, ALL SPIDER-BEINGS... THE *WORLD*--

THIS IS MY WORLD NOW, KAINE.

YOUR SPIDER-WATCH GRANTS ACCESS TO THE WEB OF LIFE AND DESTINY--A GATEWAY TO ALTERNATE REALITIES.

PICK ANOTHER ONE.

I NEED YOU. *YOU*. NOT *ALT*-YOU.

THERE'S NO *TIME* FOR RAW RECRUITS, JESSICA. VERNA IS ON HER *WAY*.

I HAVE OTHER PRIORITIES NOW.

WHICH INCLUDE CEASING TO BE WHO YOU *ARE*...

...AND LETTING YOUR *SON* SEE YOU *DO* IT.

NICE TRY. YOU'LL STOP VERNA.

MAYBE. BUT IF I *FAIL*, IT'LL ONLY BE A MATTER OF *TIME* BEFORE SHE COMES FOR *HIM*.

OR DID YOU *FORGET*--

--THE *YOUNGER* THE SPIDER-BEING, THE MORE *IRRESISTIBLE* VERNA FINDS THEM...

?!

WHAT THE HELL?!

WHAT ARE THESE THINGS?!

ISN'T IT OBVIOUS? DOC OCK TENTACLES!

DOC...WHO WHAT--?!

BOY, DO YOU HAVE A LOT OF CATCHING UP TO DO...

HEY! HEY, YOU B--!!!

INTERLOPERS! MALEFACTORS!!!

YOU CAN'T JUST LEAVE ME--I'M YOUR GRAMPA!!!

THIS IS NO WAY TO TREAT A SENIOR CITIZEN...

YOU SHALL BE DETAINED FOR THE AUTHORITIES--!!!

DETAINED?!

WHAT KIND OF EVILBADGUY "DETAINS" YOU--?!

"Rad"

SAN FRANCISCO

EARTH-616

I--

--THE SUPERIOR OCTOPUS.

THWWEPPP!
THWWEPPP!

THWWEPPP!

I'M BETTING I'M SUPPOSED TO KNOW WHAT THAT *MEANS*.

KINDA LIKE READING AMANDA BYNES TWEETS...

BUT NOW THAT I'VE GOT A BETTER *GRIP*--

SKKRRETTTCHHH!

--YOU'RE NOT SUCH A TOUGH OCTOPUS!!!

OCTOBOT.

WHAT--?!

OCTOBOTS... OTTO OCTAVIUS' PUPPETS.

WE'RE IN HIS LAB. TRIPPED HIS SECURITY TRAP--

WHICH I THOUGHT I HAD *DISABLED*--

--BUT I GOT DISTRACTED...

THE INHERITORS... KILLED OUR BRITISH FRIEND...

WAS HE *MY* FRIEND?

SHOULD WE DO A GROUP *HUG*?!

GRAMPA--

NO, NO-- YOU *DRAGGED* ME DOWN HERE, *RUINED* A PERFECTLY GOOD *SPIDEY-SUIT*--

WHAT'S GOING ON?!

THE *END*, CHARLIE.

THE END OF EVERYTHING.

FINE. WHO'S SPRINGING FOR MY *DRY CLEANING*?

OTTO OCTAVIUS-- CREATOR OF THIS *LAB*--

--USED *CLONING TECHNOLOGY* IN AN ATTEMPT TO MAKE HIMSELF *IMMORTAL*.

SOME VERY DANGEROUS PEOPLE USED THAT TECHNOLOGY TO ESCAPE A *PRISON*.

AND WE'RE GOING AFTER THEM.

JUST *ONE* OF THEM.

AND YOU-- WHOEVER YOU ARE--DRAGGED US HERE JUST TO TELL US THAT.

WE RENDEZVOUSED HERE TO PICK UP *THESE*--

OCTAVIUS WILL NEVER STOP SAYING HE PLANS FOR ALL EVENTUALITIES--

--INCLUDING BUILDING THESE ENVIRONMENTAL PROTOTYPES.

I THINK THEY CAN WITHSTAND HEAVY DOSES OF RADIATION FOR A *SHORT* PERIOD OF TIME.

YOU *THINK.*

HOW SHORT?

TWELVE... FIFTEEN MINUTES TOPS.

RADIATION? WHERE THE HELL ARE WE *GOING?*

HELL'S A GOOD WORD FOR IT.

WE'RE GOING. ALL THREE OF US...

FOUR.

YOU'RE RIGHT, KAINE.

I NEED MY SON TO SEE WHO I *AM.*

FIFTEEN MINUTES SHOULD GET ME BACK BEFORE HE WAKES FROM HIS *NAP.*

...WHO *ARE* YOU PEOPLE?!

I DON'T SUPPOSE THE SUPER-FRIENDS CAN STOP A MINUTE FOR A *ROLL CALL...*

"Home"

EARTH-3145

18 MINUTES

?!

MY WATCH!!!

FZZZZKKKTT!

FZZZZKKKTT!

FZZZZKKKTT!

THE GATEWAY!

WITHOUT THE WATCHES, WE CAN'T GO BACK--

THERE'LL BE NO GOING BACK.

VERNA USED A STOLEN SPIDER-WATCH TO *GET* HERE.

I NEEDED TO MAKE SURE SHE DOESN'T *ESCAPE* THE SAME WAY.

YOU... YOU--

--YOU *LUNATIC!*

YOU *SABOTAGED* THE *GATEWAY*-- *STRANDED* US HERE?!

MY *SON*--!

IS THE *REASON* WE *ARE* HERE, JESSICA.

FIFTEEN MINUTES OF LIFE SUPPORT IN OUR RAD SUITS.

WE STOP VERNA OR WE DIE. THAT'S IT.

YAH, BUT...

...WHERE *IS* "HERE"?

HOME, CHARLIE. *WELCOME*--

--TO EARTH-3145.

...HOW...

DOC OCK.

AGAIN?! YOU SAID HE WAS A HERO.

LONG STORY.

ON THIS WORLD, UNCLE BEN WAS SPIDER-MAN...

...HE QUIT. AND OCK NUKED THE PLANET.

FIGURES.

UNCLE BEN'S AN !@%& HERE TOO...

CHARLIE--

--WHAT ARE YOU TALKING ABOUT?

WHAT HAPPENED...?

MY PARENTS DIED IN A PLANE CRASH.

IT'S BEEN A PARTY EVER SINCE. END OF BIO.

NOT PICKING UP VERNA'S STOLEN SPIDER-WATCH.

COULD MEAN SHE'S NOT HERE YET.

COULD MEAN YOU'VE STRANDED US FOR NOTHING.

GOD ONLY KNOWS WHAT--

SPIDER-SENSE!!!

GOD DOES KNOW, LADY--

--AND ONLY HE CAN HELP YOU NOW.

Spider-Force #1 variant by
Ryan Benjamin

Spider-Force #1 variant by
Will Robson & Morry Hollowell

Spider-Gwen: Ghost-Spider #1 variant by
Stanley "Artgerm" Lau

Spider-Gwen: Ghost-Spider #1 variant by
Jeehyung Lee

THERE'RE A LOT OF UPSIDES TO HAVING BEEN A SUPER HERO SINCE YOU WERE A KID

GET BACK HERE!

YOU HAVE A LOT OF PRACTICE AT THE WHOLE WEB-SWINGING THING

TOO SLOW, SWEET CHEEKS!

CREEPY VILLAIN BANTER DOESN'T BOTHER YOU ANYMORE

WELL MUCH

AND YOU GET REALLY GOOD AT NAVIGATING THE CITY

LOST THAT STUPID LITTLE--

ESPECIALLY THE SHORTCUTS

YOU'RE GOING TO PAY FOR THIS, LITTLE GIRL. *KID VULTURE* HAS FRIENDS WHO WILL--

FIRST OF ALL, I DOUBT YOU'RE THAT MUCH OLDER THAN ME.

ALTHOUGH IT *IS* PRETTY FUN TO MESS WITH THEM.

SECOND, IT'S HARD TO TAKE YOUR THREATS SERIOUSLY RIGHT NOW.

URK.

AND THIRD, IT LOOKS LIKE YOUR FRIENDS HAVE ALREADY BEEN TAKEN CARE OF.

OOF!

GOOD JOB, SPIDERLING.

YOU KIDS KNOW THERE'S A *WHOLE* ANIMAL KINGDOM TO CHOOSE FROM WITHOUT PLAGIARIZING, RIGHT?

ALSO, DON'T ROB BANKS.

MY WHOLE LIFE, I'VE HAD A KIND OF JUICED-UP SPIDER-SENSE

DO YOU THINK THE VULTURE GANG WERE THE ONES YOUR VISION WAS ABOUT?

DON'T NAME THEM, SWEETIE. WE'RE NOT KEEPING THEM.

I DON'T THINK SO. THEY DIDN'T SEEM... *BIG* ENOUGH, IF THAT MAKES SENSE.

[illegible] ABOUT IT PRETTY RECENTLY

AND THAT MEANS WE HAVE SOMETHING *ELSE* ON THE WAY TO WORRY ABOUT.

SORRY, GUYS. I WISH I COULD TELL YOU MORE.

DON'T WORRY. WE'LL FIGURE IT OUT TOGETHER.

BUT LATELY, IT'S BEEN A LITTLE WONKY.

HEY, WE'RE THE BEST AT WHAT WE DO.

AND WHAT WE DO IS ATTRACT ALL TROUBLE WITHIN A HUNDRED-MILE RADIUS RIGHT TO OUR DOOR.

I'VE BEEN SEEING... SOMETHING BUT I'M NOT SURE WHAT IT--

ANNIE!

GOT HER!

ANNIE, ARE YOU OKAY? ARE YOU--

I WON'T BE IF YOU MAKE THAT JOKE AGAIN.

LET'S JUST GET YOU HOME, OKAY?

DON'T WORRY, KIDDO...

"...WE'LL FIGURE OUT WHAT'S GOING ON."

HERE WE ARE. EARTH-18119.

POLICE

IT LOOKS QUIET.

I THINK WE BEAT THE INHERITORS HERE.

THERE'S A SPIDER OR SPIDERS HERE WITH AN *INSANELY* STRONG CONNECTION TO THE WEB OF LIFE.

HOW DO WE FIND THEM?

LOOK FOR CRIME?

WAIT, ANYA--

I JUST... I NEED A MINUTE!

IT'S BEEN SO LONG SINCE *I'VE* SEEN THE CITY LOOK SO... NORMAL.

YEAH. JUST LIKE HOME.

Wallace

HOW DO WE KNOW THE PERSON WE'RE LOOKING FOR IS ACTUALLY IN NEW YORK?

I'VE GOT A BIGGER QUESTION FOR YOU...

HOW DID THE INHERITORS MISS THIS PLACE LAST TIME?

WE COULD BE DEALING WITH A BRAND-NEW SPIDER, STILL ADJUSTING TO THEIR POWERS. MAYBE EVEN A KID.

NO, I DON'T THINK THAT'S IT...

ANN

A WHOLE FAMILY OF SPIDERS?! BUT... THAT DOESN'T LOOK LIKE *YOU*...

...MAYDAY, I...

ARE YOU OKAY?

FINE.

WE KNOW WHO WE'RE LOOKING FOR. LET'S GO FIND THEM.

I'M FINE, GUYS.

YOU BLACKED OUT, ANNIE. THESE VISIONS ARE GETTING WORSE.

I MEAN, I'M FINE NOW. I DON'T THINK THE ICE WILL HELP.

THINGS HAD BEEN GOING SO WELL, TOO.

MAYBE YOU SHOULD TAKE A BREAK FROM ALL THINGS SPIDER FOR A BIT.

DAD! COME ON!

THEY WERE FINALLY STARTING

THE ONLY THING WE KNOW IS THAT SOMETHING BIG AND BAD IS ON THE WAY, RIGHT?

MAYBE WE DON'T KNOW WHAT OR WHEN YET. BUT IT FEELS LIKE AN ALL-HANDS TYPE OF THING TO ME.

PETER?

MAYBE WE COULD GET HER ONE OF THOSE KIDDIE LEASHES...

I'M BEING SERIOUS HERE, DAD.

SO AM I.

...NOT ABOUT THE LEASH. THAT'S JUST ASKING FOR A NEW GENERATION OF ANIMAL-THEMED SUPER VILLAINS.

I KNOW IT'S YOUR JOB TO PROTECT ME AND ALL.

BUT IT'S *MY* JOB TO HELP PROTECT *OTHER* PEOPLE. IF I'M GOING TO BE A REAL HERO...

UH, ANNIE?

ARE YOU STILL IN THERE?

WOW. THAT WAS...

COME ON! STUFF IS HAPPENING! WE NEED TO SUIT UP!

WHAT ARE YOU--

I GUESS THERE'S STUFF?

ISN'T THERE ALWAYS?

WHO ARE THESE CREEPS?!

DISTRACTIONS.

LET'S KEEP MOVING.

I GUESS ANIMAL-THEMED SUPER VILLAINS ARE YET ANOTHER MULTI-REALITY CONSTANT.

...

MAYDAY?

HUH?

YOU OKAY?

YEAH, I JUST...

I'M WORRIED ABOUT MY BROTHER. I THOUGHT BENJI WAS FINALLY SAFE.

BUT THIS ISN'T GOING TO STOP, IS IT? IF IT'S NOT THE INHERITORS COMING BACK, IT'S SOMETHING--

SHHK

SPIDER-WOMAN!

OOF!

YOU OKAY?!

I THINK SO. WHAT HIT ME?

I HEARD THERE WERE MORE SPIDERS TO SQUASH. HOW *FUN.*

THAT'S A *LOT* OF DISTRACTIONS.

YOU TWO ARE GOING TO PAY FOR WHAT YOU DID TO MY FRIENDS.

TYPICAL. PUT IN THE WORK, DON'T GET THE CREDIT.

CALL ME CRAZY, BUT WE HAVEN'T MET BEFORE, HAVE WE?

...

NO.

DIG THE THREADS.

ARE YOU GUYS OKAY WITH SKIPPING STRAIGHT TO THE SUPER HERO TEAM-UP, CONSIDERING THE CIRCUMSTANCES?

THAT'S... YEAH. THAT'S FINE.

WHOEVER SHE IS...SHE SOUNDS SO SAD.

AT LEAST SHE CAN FIGHT...

GAH!

HHHLLL!

OKAY. EXPLANATION TIME.

AND PLEASE DON'T BE CLONES. IT NEVER GOES WELL WITH CLONES.

DON'T WORRY. WE'RE NOT CLONES.

MY NAME IS ***MAY PARKER***. MY PARENTS CALLED ME MAYDAY. ANYA AND I TRAVELED HERE FROM ANOTHER WORLD.

AND YOU'RE ALL IN A ***LOT*** OF DANGER.

PARKER...

...MAYDAY?

IS THERE SOMEWHERE ELSE WE CAN TALK?

"SO LET ME GET THIS STRAIGHT..."

...THERE'S A FAMILY OF IMMORTAL SPIDER-EATING VAMPIRES WHO TRAVEL FROM REALITY TO REALITY.

AND KILL US.

WHY HAVEN'T THEY COME *HERE?*

WE'RE NOT SURE.

AND THERE'S SOMETHING CALLED THE WEB OF LIFE AND DESTINY, AND IT'S CONNECTED TO OUR POWERS.

AND YOU'RE *NOT* RELATED TO ME. OR ANOTHER VERSION OF ME.

NO. *ANYA CORAZON.* THERE WAS A MYSTICAL SPIDER CULT, AND...

IT'S A LONG STORY.

WE'RE HOPING THESE SCROLLS WILL GIVE US THE INFORMATION TO...

THIS IS WHAT'S BEEN MESSING UP MY VISIONS.

VISIONS?

ANNIE HAS SORT OF A SOUPED-UP SPIDER-SENSE. AND IT'S BEEN GOING A BIT HAYWIRE LATELY.

SHE BLACKED OUT JUST EARLIER TONIGHT.

JUST THE ONE TIME...

SHE'S THE ONE WE'RE LOOKING FOR, THEN. IF SHE HAS A CONNECTION TO THE WEB, THE SCROLLS...

...ANNIE COULD BE THE KEY TO FIGURING OUT HOW TO STOP THE INHERITORS FOR GOOD.

MOM?

I'M OKAY. I JUST...

I NEED A MINUTE.

WAS...

...WAS HER NAME MAY TOO?

YES.

MOM ONLY JUST TOLD ME...THEY LOST A DAUGHTER YEARS BEFORE I WAS BORN.

DOES KNOWING SHE LIVED IN ANOTHER UNIVERSE HELP OR HURT?

COME ON. WE HAVE MORE IMPORTANT THINGS TO DEAL WITH RIGHT NOW.

"SO HERE'S THE PLAN."

MJ AND I WILL GO JOIN THE BIGGER FIGHT. TRY TO KEEP THE INHERITORS FROM EVER COMING HERE.

MJ'S SUIT GIVES HER MY POWERS, BUT SHE'S NOT ACTUALLY A SPIDER-PERSON.

MAYBE THAT WILL HELP SOMEHOW.

I WAS WONDERING ABOUT THAT...

ANNIE, YOU STAY IN THIS NICE, SAFE REALITY WITH OUR NEW FRIENDS.

DO THE MYSTICAL SCROLL THING.

I'M NOT SURE YOU UNDERSTAND JUST HOW DANGEROUS THE INHERITORS ARE.

THIS ISN'T A FIGHT YOU CAN JUST JUMP INTO LIKE IT'S NOTHING.

I'M SORRY ABOUT WHAT HAPPENED TO YOUR FATHER, MAYDAY. FOR ALL THE FRIENDS YOU'VE LOST.

BUT I'M NOT GOING TO HIDE HERE AND HOPE THEY NEVER FIND OUR WORLD.

ANNIE? DO YOU THINK YOU CAN HOLD DOWN THE FORT HERE FOR A LITTLE WHILE?

EARLIER TONIGHT, I WAS WORRIED ABOUT BEING SIDELINED LIKE A KID.

AND NOW I MIGHT BE THE KEY TO FIGHTING INTERDIMENSIONAL MONSTERS?

LET'S DO THIS.

Spider-Gwen: Ghost-Spider #1 variant by
Paolo Rivera

Spider-Gwen: Ghost-Spider #1 variant by
Andrew C. Robinson

Spider-Gwen: Ghost-Spider #1 animation variant

Spider-Gwen: Ghost-Spider #2 variant by
Afu Chan

Spider-Man.
PETER PARKER OF EARTH-1048.*

THIS IS EARTH-51778. HERE WE WILL FIND ONE OF OUR *MOST POWERFUL* ALLIES.

SURE. GREAT. IT DOESN'T HURT MY FEELINGS AT ALL THAT YOU DON'T THINK *I'M* ONE OF YOUR MOST POWERFUL ALLIES.

The Superior Spider-Man.
OTTO OCTAVIUS OF EARTH-616.

*RECRUITED IN *SPIDER-GEDDON #0!* --GAMER NICK

THOOM THOOM THOOM

I SHALL TAKE THE LEAD. YOU ARE UNPREPARED FOR THE UNUSUAL, OFTENTIMES *SHOCKING*, VARIATIONS OF SPIDER-BEINGS WE WILL FIND IN SOME OF THESE PARALLEL WORLDS.

COME ON, DOC, DON'T SELL ME SHORT. I KNOW I'M NEW TO DIMENSION-HOPPING, BUT I'VE SEEN SOME PRETTY GNARLY STUFF.

WHAT'S THIS, A WORLD THAT HAS CONSTANT EARTHQUAKES?

NO.

WELL, IN A MANNER OF SPEAKING, PERHAPS.

UH...

Leopardon.

THE GIANT ROBOT PILOTED BY TAKUYA YAMASHIRO, A.K.A. SPIDER-MAN OF EARTH-51778.

...Y'KNOW WHAT, I THINK YOU *SHOULD* TAKE THE LEAD ON THIS.

THOOM THOOM

LEOPARDON! ARM ROCKET!

A WASTE OF TIME.

TAKE MY ADVICE, TAKUYA-- LEAD WITH THE SWORD.

I RECOGNIZE YOU! FROM THE WAR AGAINST THE INHERITORS!

A WAR THAT HAS BEGUN AGAIN. YOUR AID IS NEEDED. THERE'S NO TIME TO WASTE.

DISPATCH THIS MONSTER WITH YOUR SWORD, SO WE CAN BE OFF.

HEY, NICE TO MEET YOU. I'M SPIDER-MAN.

WHICH PROBABLY ISN'T VERY HELPFUL SINCE WE'RE ALL SPIDER-MAN.

LEAD WITH SWORD VIGOR? BUT THAT SEEMS DISHONORABLE. SWORD VIGOR IS SO POWERFUL...

EXACTLY! WHICH IS WHY YOU USE IT FIRST!

IS IT HONORABLE TO DELAY SLAYING THE MONSTER WHEN IT COULD CAUSE UNTOLD DESTRUCTION?

HMM... YOU RAISE A VALID POINT. PERHAPS...

LEOPARDON! SWORD VIGOR!

SHNNGG

WHSSSTT

SHHNK

WHAKABOOOM

AND SUDDENLY MY WEB BOMB SEEMS KINDA LAME.

BUT IF I ALWAYS FOUGHT THIS WAY, IT WOULD BE... *BORING.*

AGAINST THE INHERITORS, THAT WILL NOT BE A PROBLEM. YOU HAVE GREAT POWER, TAKUYA. AND WITH THAT MUST COME--

I KNOW THIS ONE! *GREAT RESPONSIBILITY!*

YES. AND AGAINST THE INHERITORS...THE RESPONSIBILITY TO *END* THEM...ONCE AND FOR ALL!

ALONG WITH *ANY WHO STAND IN OUR WAY!*

Mumbai, Earth-50101.

...AND DOC OCK'S TEAM IS DETERMINED TO *KILL* THE INHERITORS. IT'S OUR RESPONSIBILITY TO DO THIS *RIGHT*.

Spider-Man.
MILES MORALES OF EARTH-616.

BUT THE INHERITORS ARE SO STRONG...DIVIDING OUR FORCES SEEMS INSANE!

Spider-Man India.
PAVITR PRABHAKAR OF EARTH-50101.

I KNOW. WE WON'T FORGET WE HAVE A COMMON ENEMY. BUT OCTAVIUS THINKS LIKE A VILLAIN. HE JUST CARES ABOUT WINNING, TO HELL WITH COLLATERAL DAMAGE.

WE HAVE TO FIND WAYS TO WIN THAT WON'T RACK UP THE BODY COUNT WE HAD LAST TIME. WHICH IS WHY WE NEED GENIUSES LIKE *YOU*, PAVITR.

I UNDERSTAND. AND NOW THAT THE ROBBERS ARE ALL WEBBED UP NEATLY FOR THE POLICE...

LEAD ON, MY FRIEND. I'M KEEN TO MEET THE REST OF THE TEAM.

COOL. *UH*, JUST SO YOU KNOW...

...IT'S NOT QUITE AS *ORGANIZED* AS LAST TIME.

I *STILL* SAY WE NEED *PETER PARKER!*

I'M STANDING RIGHT HERE.

THEY'RE TALKING ABOUT A *YOUNGER* ONE, HONEY.

I HATE THIS BUSINESS.

YOU WANT A YOUNGER, AWESOMER PETER PARKER? HERE I AM.

IGNORE MY NEPHEW. HE'S A LITTLE OVEREXUBERANT. TAKES AFTER HIS AUNT.

Spider-Ham.
PETER PORKER OF EARTH-8311.

Spider-Man and Spinneret.
PETER PARKER AND MARY JANE WATSON-PARKER OF EARTH-18119.

Spider-Ben and Petey.
BEN AND PETER PARKER OF EARTH-91918.

HEY! I JUST LOST SOMEONE CLOSE TO ME. I DIDN'T COME HERE TO FIGHT WITH OTHER HEROES.

DAMN RIGHT. LAST TIME, THESE MONSTERS TRIED TO USE ME IN A RITUAL THAT WOULD'VE *KILLED US ALL.* WE CAN'T WAIT FOR PETE. WE HAVE TO HIT THEM BEFORE THEY'RE AT FULL STRENGTH.

SP//dr.
PENI PARKER OF EARTH-14512.

Silk.
CINDY MOON OF EARTH-616.

GUYS! WE'VE BEEN OVER THIS. PETE'S TAKING ON MORLUN--BY *HIMSELF*--TO BUY US TIME TO HANDLE THE OTHER INHERITORS.*

WE'VE GOT TO STOP JENNIX FROM SETTING UP CLONING VATS, OR THEY'LL BE UNSTOPPABLE!

IF YOU CAN'T HANG WITH THAT, I'LL SEND YOU BACK TO YOUR WORLD. BUT I'M NOT GONNA LET OUR GROUP BEAT ITSELF BEFORE WE EVEN FACE THE ENEMY!

*SEE *PETER PARKER: THE SPECTACULAR SPIDER-MAN!* --NICK LOWE OF EARTH-SPIDEY-OFFICE

NO DISRESPECT, PAL, BUT IT'S NOT JUST THE INHERITORS WE HAVE TO WORRY ABOUT, IT'S DOC OCK AND HIS BAND OF TRIGGER-HAPPY LOONS.

LOOK, WE MAY DISAGREE WITH THEM ON *KILLING* THE INHERITORS, BUT WE'RE ALL TRYING TO *STOP* THEM. WE SHOULD TELL THEM ABOUT OUR ATTACK...ASK THEM TO JOIN US.

"MAY, ANYA, AND ANNIE MAY ARE CHASING DOWN INTEL ON SPIDER-TOTEMS. FINDING OUT THE INHERITORS' VULNERABILITIES.**

"IT'LL ALL BE FOR NOTHING IF WE LET JENNIX RESURRECT THEIR FATHER AND GIVE THEM ALL BACKUP BODIES AGAIN. WE NEED AS MANY SOLDIERS AS WE CAN GET FOR THIS."

**AS SEEN IN *SPIDER-GIRLS!* --NICK

I REALIZE THIS COMES FROM A GUY WHO'S OUTSIDE THE KEY DEMO, BUT THE KID MAKES SENSE. FOR NOW, WE'RE ALL ON THE SAME SIDE.

AND TAKE IT FROM US, BEING PART OF A TEAM ONLY WORKS WHEN YOU DO YOUR JOB...AND TRUST THE OTHERS TO DO THEIRS.

GREAT. INSPIRATIONAL. PUT IT UP ON A SIGN AND I'LL SLAP IT ON THE WAY OUT THE DOOR.

LET'S JUST NOT FORGET HALF OF THAT "TEAM" IS A BUNCH OF *BLOODTHIRSTY PSYCHOS...*

Earth-616. Aboard Leopardon.

...AND WE WILL DO WHAT THE COWARDS LACKED THE WILL TO DO IN OUR LAST BATTLE WITH THE INHERITORS--*DESTROY* OUR ENEMIES *ONCE AND FOR ALL!*

AND EAT THEM. WE CAN EAT THEM, RIGHT? ASKING FOR A FRIEND.

ANY WHO LACK THE STOMACH TO BRING FINAL JUSTICE TO THE INHERITORS MAY *LEAVE NOW!*

THESE IRONS AIN'T FOR SHOW, PARDNER.

YES, YES, WE ALL GET YOUR POINT, OTTO. NO NEED FOR HISTRIONIC SPEECHIFYING. TIME'S WASTING.

Spiders-Man. THOUSANDS OF SPIDERS THAT BELIEVE THEY ARE PETER PARKER OF EARTH-11580.

Web-Slinger. "PONDEROSA" PARKER OF EARTH-31913.

Spider-Man. NORMAN OSBORN OF EARTH-44145.

YOUR ARROGANCE RIVALS THAT OF MY WORLD'S NORMAN OSBORN. BUT AS YOU SEEM TO LACK HIS *INSANITY*, I WILL OVERLOOK YOUR IMPERTINENCE.

STILL, HAVE A CARE...AND REMEMBER WHO THE *MASTER PLANNER* IS.

"EVEN NOW, *KAINE* LEADS MY HAND-PICKED STRIKE TEAM TO PREVENT VERNA FROM RETRIEVING THE CRYSTAL CONTAINING THE ESSENCE OF HER FATHER, *SOLUS*.*

"WITHOUT THEIR PATRIARCH AND CLONING VATS, THE INHERITORS CAN BE DEFEATED.

"YET *ONLY* BY FOLLOWING MY INSTRUCTIONS DO WE HAVE A CHANCE."

*IN *SPIDER-FORCE!* --OVERWORKED NICK

WE'RE WITH YOU, DOC...ESPECIALLY WHEN IT COMES TO HOW IMPORTANT THE CLONING VATS ARE.

AND SEEING AS JENNIX IS USING THE EQUIPMENT AT THE FORMER *NEW U* TECHNOLOGIES...

Spider-Punk. HOBIE BROWN OF EARTH-138.

Octavia Otto. A HEROIC OTHER-DIMENSIONAL COUNTERPART TO OTTO OCTAVIUS.

...I ASK YOU TO GREET OUR VISITOR WITH AN OPEN MIND.

BEN REILLY?! THE *JACKAL?!*

YOU SHOULD NOT HAVE COME HERE, FOOL! NOW... *THE DIE IS CAST!*

IT'S *SCARLET SPIDER* NOW. AND I JUST THOUGHT YOU'D WANT THE HELP OF THE GUY WHO *OWNED* NEW U AND BUILT THE EQUIPMENT. WACKY, I KNOW.

I WILL *NEVER* REQUIRE THE AID OF A *MADMAN* LIKE YOU!

OH--KAY. BECAUSE AS DOC OCK, YOU ONLY TEAMED UP WITH REAL *STABLE* FOLKS.

The Scarlet Spider.

BEN REILLY OF EARTH-616.

OTTO, THE SCARLET SPIDER REVEALED HIMSELF TO US--VOLUNTARILY--AFTER YOU SENT KAINE AWAY AND LEFT ON YOUR RECRUITMENT MISSIONS.

WE HAD OUR DOUBTS TOO. BUT THE MAN'S CONVINCING. AND HE KNOWS THE TECH BETTER THAN ANYBODY.

LOOK. DID I GET A LITTLE...*WONKY* WHEN I WAS *THE JACKAL?* SURE.

YOU TRY GETTING BRUTALLY MURDERED AND RESURRECTED *TWENTY-SEVEN TIMES* AND SEE HOW CHILL YOU ARE.

BUT I'M TRYING TO DO THE RIGHT THING HERE.

I'D THINK YOU OF ALL PEOPLE COULD APPRECIATE A GUY WITH A CHECKERED PAST TRYING TO MAKE AMENDS.

VERY WELL. BUT MY GAZE SHALL BE UPON YOU.

AND HERE I THOUGHT IT WAS IMPOSSIBLE TO MAKE THIS ANY WEIRDER.

OTTO, I'M GETTING A TRANSMISSION FROM THE YOUNG SPIDER-MAN'S TEAM.

HEY. JUST A HEADS-UP, WE'RE HITTING NEW U, IF YOU WANNA JOIN.

WHAT? IT'S TOO SOON. WE ARE NOT READY.

UH-HUH. THING IS, I WASN'T ASKING PERMISSION. WE HAVE TO STOP THEM NOW.

IT'S *SUICIDE,* YOU RASH YOUTH! WE NEED TO PLAN, AUGMENT OUR FORCES--

WE *DO.* BUT I'LL PUT YOU DOWN AS A NO. FINE. STAY IN YOUR SAFE LITTLE MAD-SCIENTIST LAB, PLOTTING AND SCHEMING. WE'LL BE SAVING THE WORLD. OVER AND OUT.

WAIT, WE'RE GONNA LET THEM TAKE ON THE INHERITORS ALONE?

YES, IF THEY ARE SO DETERMINED TO DIE!

BUT, *UM,* WEREN'T YOU JUST SAYING HOW IMPORTANT THE CLONING TUBES ARE?

I *DO* KNOW THE BUILDING INSIDE AND OUT.

THE SUBJECT IS CLOSED.

THOSE OTHERS ARE RUSHING IN LIKE THE FOOLS THEY ARE. AND LIKE FOOLS THEY WILL *DIE.*

IT'S DONE! HE IS RESTORED!

SOLUS, FATHER OF THE INHERITORS, WALKS THE MULTIVERSE AGAIN!

AS USUAL, DAEMOS, YOU DECLARE VICTORY BEFORE THE BATTLE IS BEGUN.

THAT'S NOT OUR FATHER. IT'S JUST AN EMPTY SHELL.

Brix.

Jennix.

Daemos.

Bora.

LOOK AT HIM. HE'S *DROOLING.*

STOP MOCKING ME! I ONLY MEANT THAT FATHER'S BODY IS READY.

AND WHEN OUR SISTER *VERNA* RETURNS WITH THE CRYSTAL CONTAINING HIS ESSENCE--

YES, YES. OUR LOVING FAMILY WILL BE REUNITED AND RAIN DEATH UPON THE MULTIVERSE.

MEANWHILE, WE COWER HERE LIKE RATS, IN FEAR OF THE PATHETIC ARMY OF SPIDER-TOTEMS. *WHY?*

BECAUSE I HAVEN'T YET FINISHED CREATING BODY BANKS FOR *US*, THAT WE MAY FIGHT WITHOUT FEAR OF PERMANENT DEATH.

IT'S ALL TAKING FAR LONGER THAN I EXPECTED...

THIS TECHNOLOGY IS MOST VEXING.

UFF--MAN. IT'S TIGHT IN HERE. I SHOULDN'T HAVE HAD THAT SECOND HELPING OF SLOP.

BREAKER, BREAKER. BACON BUDDY TO HEAD HONCHO. RECON SUCCESSFUL. WE'RE IN TIME.

THEY'VE GOT SOLUS' BODY READY, BUT IT'S A MINDLESS SHELL. AND THAT'S *ALL* THEY'VE GOT.

JENNIX NEEDS TECH SUPPORT BADLY. GUESS HE'S NOT AS MUCH OF A WHIZ WITH NON-STEAMPUNK EQUIPMENT.

OKAY, I GOTTA ASK. ARE YOU A PERSON WHO GOT BITTEN BY A RADIOACTIVE PIG? OR IS THIS SOME CRAZY *CHARLOTTE'S WEB* REBOOT?

PETEY, WE TALKED ABOUT NOT SAYING EVERYTHING YOU THINK OUT LOUD.

NEVER WORK WITH KIDS OR HUMANS, THEY SAY. AND OF COURSE I GOTTA DO BOTH.

GREAT WORK, HAM. THAT MEANS WE CAN STOP THE INHERITORS *HERE*. SILK, ARE YOU SURE THESE ARE THE MAIN SUPPORT BEAMS?

I WORKED HERE. TRUST ME. WE BLOW THESE, THE WHOLE PLACE COMES DOWN...AND THE CLONING TECH WITH IT.

OKAY, EVERYONE BACK THROUGH THE PORTAL. I'LL GO LAST. I'VE GOT TO HIT THE DETONATOR RIGHT AS I'M LEAPING THROUGH.

WE MIGHT JUST SCORE THE WIN WITHOUT FIRING A SHOT--

I THOUGHT I SMELLED DINNER.

SHNK

AAHH!

RRAAGGHH!

UNNFF!

THE DETONATOR--

NO!!!

BKRNCH

HAH! YES, GIVE IN TO DESPAIR...

...IT ADDS THE LOVELIEST HINT OF CITRUS.

AAGHH!

SP//dr... DETONATE THE CHARGES...FROM YOUR SUIT! DO IT!

BUT-- WE CAN'T GET CLEAR IN TIME!

I'D BE KILLING US ALL!

AN AGONIZING CHOICE. BUT THEN, AREN'T THEY ALL?

ARRHH!

NO!

DO IT,PENI! WE MUSTN'T LET THEM WIN-- *HKK!*

TOO LATE FOR THAT, STRIPLING.

WE'RE DEAD ANYWAY! MIGHT AS WELL TAKE THEM WITH US!

I--I'M SORRY, GUYS.

DETONATION IN THREE...TWO...

WHAT?!

SHRRNCHH

SWORD VIGOR!!!

YEE-HAAAW!

CAVALRY'S HERE, GUYS! EVERYONE HEAD OUT-- THERE'S PLENTY OF ROOM ON THE GIANT ROBOT!

JENNIX DEACTIVATED OUR BOMBS--WE CAN'T LEAVE THEIR EQUIPMENT INTACT!

RELAX...

...WE'VE GOT PEOPLE ON THAT.

FZZAATT

THERE! I'VE BRICKED ALL THE CLONING TECH IN THIS PLACE. IT'S *USELESS.*

I CAN'T BELIEVE HOW EASILY WE GOT IN! WELL PLAYED, OTTO.

SIMPLICITY ITSELF. I REALIZED THAT IF THOSE FOOLS WERE DETERMINED TO CAUSE A CLUMSY DISTRACTION, WE SHOULD TAKE ADVANTAGE OF IT.

THEY COULD STILL STUDY THE EQUIPMENT AND RE-CREATE IT, IN TIME. WE SHOULD USE THAT RIDICULOUS GIANT SWORD... UTTERLY DESTROY THIS LEVEL.

OF COURSE, OSBORN. BUT I MUST FIRST SCAN THE BODY OF SOLUS TO DETERMINE THE AMOUNT OF TRAUMA REQUIRED TO KILL HIM.

EVEN MINDLESS, HE IS MASSIVELY POWERFUL, AND WE CAN'T RISK--

THE DRAWBACKS OF ALLOWING CHILDREN TO PLAN WAR. STILL, WE'VE ACCOMPLISHED MUCH.

RETREAT TO LEOPARDON!

STAND AWAY FROM OUR FATHER!

IT APPEARS WE'RE OUT OF TIME.

Moments later...

LEOPARDON IS TAKING SIGNIFICANT DAMAGE! AND SWORD VIGOR IS NOT YET RECHARGED!

THEN LET'S BE OFF, TAKUYA. WE ARE ALL ABOARD.

LEOPARDON! CHANGE MARVELLAR!

THIS IS CERTAINLY THE STRANGEST SPIDER WE'VE FACED.

THAT'S RIGHT, COWARDS, FLEE! YOUR GUERRILLA ATTACKS ACHIEVE NOTHING!

WE WILL FEAST UPON YOU YET!

WELL, YOUNG MAN...DO YOU SEE NOW THE DIFFERENCE PROPER PLANNING MAKES?

YEAH, THANKS FOR THE SAVE. BUT OUR MISSION WASN'T A TOTAL LOSS. I'VE GOT SOME INTEL THAT MIGHT HELP.

JENNIX IS HAVING TROUBLE WITH THE NEW U EQUIPMENT.

INTERESTING. TELL ME EVERYTHING...

YOU-- SPIDERS-MAN, ISN'T IT? I'D LIKE A WORD ABOUT THE INHERITORS.

CREEPY MONSTERS, AREN'T THEY? SO OBSESSED WITH EATING SPIDER-PEOPLE.

I MEAN, SOME I CAN UNDERSTAND. THAT KID...LIKE VEAL...

NOT THAT *I'D* DO THAT. POWER AND RESPONSIBILITY, THAT'S ME. DEFINITELY NOT EATING PEOPLE.

WHAT WERE WE TALKING ABOUT?

THE WAR. ALIGNED WITH THIS BAND OF MISFITS, IT IS QUITE LIKELY WE WILL LOSE IT.

THE INHERITORS WILL RAVAGE THIS EARTH THEN MOVE ON TO OTHERS AND DO THE SAME. YOUR WORLD. *MY* WORLD.

BUT I'LL TELL YOU A SECRET. UNTIL RECENTLY, I HAD POSSESSION OF AN UNSTABLE ***COSMIC CUBE.*** IT SHOWED ME VISIONS OF THE MULTIVERSE.

AND THE ***WEB OF LIFE AND DESTINY.***

OKAY, MAYBE IT'S MY HIVE MIND, BUT I'M NOT FOLLOWING.

WHAT I'M SAYING IS THAT IN WAR, SACRIFICES MUST BE MADE. AND IN THIS WAR, THE SACRIFICE IS A ***WORLD.***

WE CAN ***WALL OFF*** THIS DIMENSION. TRAP THE INHERITORS ON EARTH-616, WITH NO MEANS OF ESCAPE.

HMM. YOU DO REALIZE THEY'D KILL EVERYONE HERE.

YES. THERE'S A TERM FOR THAT... "ACCEPTABLE LOSSES."

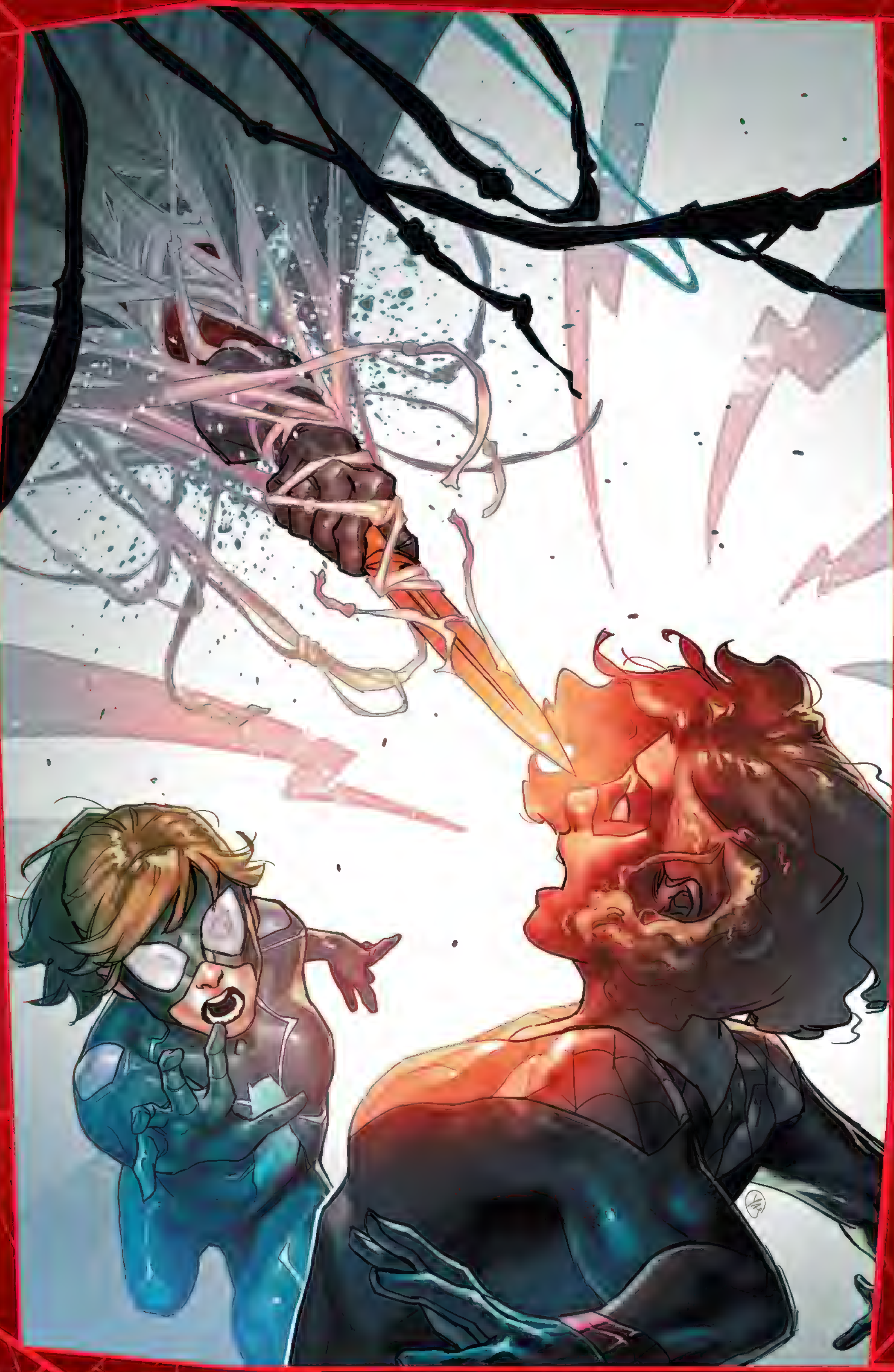
I SEE YOU'RE INTRIGUED. LET'S KEEP THIS CONVERSATION BETWEEN US, SHALL WE...?

Spider-Girls #1 variant by
Amy Reeder

Spider-Girls #1 variant by
Jeff Dekal

Spider-Girls #2 variant by
Gang Hyuk Lim

Spider-Girls #3 variant by
Rian Gonzales



I ALWAYS THOUGHT I'D GROW UP TO HELP SAVE THE WORLD.

THAT'S WHAT SUPER-HEROES DO, RIGHT?

STAY SAFE, ANNIE.

YOU TOO, MOM.

ONLY IT TURNS OUT THE WORLD IS A LOT BIGGER THAN I KNEW.

NO PARTIES WHILE WE'RE OUT OF TOWN IN ANOTHER DIMENSION, OKAY?

BE CAREFUL, DAD.

THAT WASN'T AN "OKAY."

FOR ONE, IT'S *WORLDS*, PLURAL.

YOU'LL WATCH OUT FOR HER?

OF COURSE.

THAT'S WHAT WE'RE HERE FOR.

AND THEY'RE APPARENTLY ALL IN TROUBLE

JUST...DON'T UNDERESTIMATE THE INHERITORS.

WE'LL GET THE ANSWERS FROM THE SPIDER CULT SCROLLS AS SOON AS WE CAN.

I'LL NEVER SEE THEM AGAIN.

AND I DON'T KNOW HOW MUCH OF THIS IS RIDING ON ME.

SO. *UH.* WHAT DO WE DO NOW?

WITH THE SCROLLS?

IT'S GOING TO TAKE TIME TO WORK OUT EXACTLY WHAT YOUR CONNECTION WITH THEM IS.

ARE THERE ANY MORE OF YOU?

ANY SPIDERS, I MEAN.

THAT'S, *UM*...

"...THAT'S KIND OF COMPLICATED."

THE NUMBERS ARE LOOKING GOOD. I THINK WE SHOULD STAY THE COURSE FOR NOW.

OF COURSE, MR. OSBORN.

I ONLY HOPE YOU WILL BE FEELING UP TO JOINING US FOR THE NEXT MEETING.

I HOPE SO TOO.

UNTIL THEN.

UNTIL I GET THIS FIXED...

"NORMIE OSBORN?!"

DO YOU KNOW HIM?

BACK IN YOUR WORLD, I MEAN?

YEAH. HE'S...

"...HE'S BECOME A GOOD FRIEND.

"HE FOLLOWED IN HIS FAMILY'S FOOTSTEPS FOR A WHILE.

REVENGE

"BUT HE MANAGED TO BREAK THAT CYCLE. WHAT HE REALLY WANTED WAS TO BE A HERO."

THAT SOUNDS A LOT LIKE THE NORMIE HERE.

HE WAS LED DOWN THE WRONG PATH AS A KID. BUT WE BECAME FRIENDS.

WE LOST TOUCH FOR A FEW YEARS.

UNTIL I HAD TO SAVE HIS LIFE. LONG STORY...

WHAT?

I MEAN, HE *EXISTS* IN MY WORLD.

I DON'T HAVE ANY STORIES OR ANYTHING, THOUGH...

...YOU REMEMBER WE'RE NOT *ALL* PARKERS, RIGHT?

OSCORP

MAYBE I SHOULD GO FIRST. EASE HIM INTO ALL OF THIS.

NORMIE'S A FRIEND, BUT HE'S...MORE OF A ***BYSTANDER*** FOR MOST OF THIS STUFF.

HE DOESN'T KNOW WHO YOU ARE?

NO. AT LEAST, I DON'T ***THINK*** SO.

BE RIGHT BACK!

UH, KEEP AN EYE OUT FOR SPACE VAMPIRES OR VULTURE GANG MEMBERS, I GUESS.

ARE YOU DOING OKAY?

WHY WOULDN'T I BE?

FINE. YEAH. THIS WORLD WEIRDS ME OUT.

IT FEELS A LOT LIKE MY WORLD.

"OR AT LEAST THE WAY MY WORLD USED TO BE. BACK WHEN I WAS STILL SPIDER-GIRL.

"I THOUGHT MY PARENTS DISCOVERING I WAS PLAYING HERO WAS THE WORST THING THAT COULD HAPPEN.

"I THOUGHT THAT EVERYTHING GOING ON IN HIGH SCHOOL WAS *SO* IMPORTANT.

"I DIDN'T KNOW THAT NONE OF THAT MATTERED IN THE LEAST."

MAYDAY. IT WAS YOUR *LIFE*. OF *COURSE* IT MATTERED.

LOOK. I KNOW THAT ALL OF THIS WITH ANNIE IS A LOT TO DEAL WITH.

BUT SHE'S GOING TO NEED OUR HELP JUST AS MUCH AS WE NEED HERS. PROBABLY MORE.

I KNOW.

THIS ISN'T EXACTLY THE TIME TO GET DISTRACTED BY HOW THINGS *USED* TO BE.

"NOT WHEN WE KNOW WHAT'S ON THE WAY."

EARTH-18119...

HOW DID WE MISS THIS ONE BEFORE, BORA?

A RATHER PRIMITIVE SORT OF WORLD, ISN'T IT?

MY DEAR BRIX...

...SOMETIMES I THINK YOU MIGHT MISS THE VERY FOREST FOR THE TREES.

I HAVE NO INTEREST IN FORESTS OR TREES.

WHAT I *WANT* IS *FOOD.*

WE BOTH HUNGER FOR SPIDERS, BROTHER.

AND I BELIEVE THIS WORLD MAY HAVE *ALMOST* ENOUGH TO--

HEY! GET DOWN FROM THERE!

WHO *DARES?*

THE CASTLE IS CLOSED FOR CONSTRUCTION! YOU SHOULDN'T BE UP HERE!

TAKE YOUR PHOTO SHOOT OR WHATEVER YOU KIDS ARE DOING SOMEWHERE ELSE.

WHAT DO YOU THINK, SISTER?

DO WE HAVE TIME FOR A SNACK?

WA... WAIT A MINUTE...

IT DOESN'T LOOK VERY *APPETIZING.* BUT I SUPPOSE WE SHOULDN'T WASTE FOOD.

"SO LET ME SEE IF I HAVE THIS STRAIGHT..."

THE TWO OF YOU ARE FROM OTHER REALITIES.

UH-HUH.

YEP.

THERE ARE IMMORTAL SPIDER-POWERS-PEOPLE-EATING VAMPIRES WHO HOP REALITIES AND ARE PROBABLY COMING HERE.

OR WAS IT CLONES OF THEM?

CLONED *BODIES*, TECHNICALLY.

AND BECAUSE A MAD SCIENTIST SPLICED SOME OF SPIDERLING'S DNA ONTO MY OWN, I COULD BE A TARGET.

...

ARE YOU *SURE* THIS ISN'T A PRANK?!

DUDE. YOU HAVE SIX ARMS.

POINT.

SO HOW EXACTLY DO WE STOP THEM?

WE TRAPPED THEM ON A RADIOACTIVE EARTH FOR A WHILE...

...BUT WE HOPE THAT THESE SCROLLS HOLD A MORE PERMANENT SOLUTION.

AND THAT SPIDERLING CAN HELP US FIND IT.

...RIGHT. YOUR MAGIC CULT SCROLLS.

DUDE. SIX. ARMS.

GUYS. GUYS!

WE HAVE BIGGER PROBLEMS HERE.

I KNOW ALL THIS SOUNDS COMPLETELY BONKERS, NORMIE.

BUT I JUST WATCHED MY PARENTS LEAVE THIS DIMENSION TO GO FIGHT THE INHERITORS.

I'M SORRY.

WHAT CAN I DO TO HELP?

WHAT HAPPENED TO ALL OF THE OTHER SPIDER MUTATES?

WHAT IS THIS PLACE?!

AN OSCORP LAB THAT WAS IN THE PROCESS OF BEING UPDATED. I COMMANDEERED IT TO HOUSE THE SPIDER MUTATES.

THE ONES JUDGED CAPABLE OF STANDING TRIAL WERE SENT TO THE RAFT.

THOSE WHO WEREN'T... I BROUGHT THEM HERE.

SO WE HAVE ALL OUR SPIDERS IN ONE BASKET...

NOW CAN WE FINALLY FIGURE OUT THE SCROLLS?

THERE'S A CONFERENCE ROOM DOWN HERE THAT SHOULD WORK.

DEPENDING ON WHAT EXACTLY YOU PLAN TO DO, I GUESS.

DO YOU NEED CANDLES? ANYTHING LIKE THAT?

I DON'T *THINK* SO.

BUT I'M MOSTLY GOING BY GUESS.

SHOULD I JUST... TOUCH THEM?

LIKE LAST TIME?

SEEMS LIKE A GOOD PLACE TO START.

"I...I CAN SEE THEM. MY PARENTS...

"*ALL* OF THEM. SO MANY...

"ALL FIGHTING..."

DO YOU SEE ANYTHING ABOUT THE INHERITORS? HOW TO KILL THEM?

I...

I'M NOT SURE...

"THERE'S SOMETHING THERE... I CAN'T QUITE..."

HURTS. LIKE PUSHING MY MIND STRAIGHT INTO A FIRE.

NNNNGH!

I'VE GOT YOU.

FOCUS, IF YOU CAN.

IS THERE ANYTHING WE CAN--

NORMIE?

WHAT'S WRONG?

DON'T... DON'T KNOW...

SOMETHING IS--

AAAAARRRGGHHH!

WHOA! UH... OKAY...

NORMIE? CAN YOU UNDERSTAND ME?

JUST... JUST STAY CALM...

SSSSSSSSSSS...

EW.

NO! IT'S... IT'S GONE.

ALMOST HAD IT...

MORE IMMEDIATE PROBLEM.

OH NO.

WAIT!

I'VE GOT THE SCROLLS.

YOU GET HIM!

THIS IS NOT GOOD.

HOW DO WE TELL WHICH ONE IS HIM?

WHEN I CONNECTED TO THE WEB, MY DNA MUST HAVE SOMEHOW--

TIME FOR THE MAIN COURSE, BROTHER.

AND SO MANY TEMPTING DISHES...

SPIDER-FORCE #2
"SCREAM"

JUNCTION 1833 LOOKS GOOD, CONTROL. MOVING TO 1834.

STILL NO CLUE WHAT'S SHUT DOWN OUR INTERNAL SENSORS?

GREMLINS.

HECTOR... THIS IS A *DRY DOCK*, A SPACESHIP *ASSEMBLY* PLANT.

WASN'T BUILT FOR LONG-TERM HABITATION... STUFF *BREAKS*.

SO YOU'RE SAYING WE'RE ALL BASICALLY SLEEPING IN OUR CAR.

ALL THAT'S *LEFT* TO US, DUDE.

THAT AND ALL THE *CRYING*.

"All That's Left"

EARTH-3145

NEARLY THREE YEARS SINCE THE *WAR*...

WE SHOULD STOP CALLING IT THAT.

THE *ERROR*. "THE *STUPID*."

BETTER.

BUT THE *GOOD* NEWS--

PRESSURIZING

--NO MORE CONSERVATIVES, NO MORE LIBERALS. NO MORE CABLE NEWS.

EVERYBODY LOST. ALL THAT'S LEFT OF HUMANITY--

--IS NOW CRAMMED INSIDE A *SPACE MOTEL* ORBITING A *DEAD PLANET*.

GIVEN WE'RE THE ONLY *LIVING BEINGS* LEFT, I'M REALLY NOT ALL THAT WORRIED ABOUT THE SENS--

THE CRYSTAL.

WHERE IS IT?

GHURKK!!!

WH-WHAT CRYS--

ANNIE?!

WASTE OF TIME...

AAAHHHHRRRGHH!

I WILL DRAW THE TRUTH FROM YOUR VERY THOUGHTS...

ANNIE! WHAT'S GOING ON?!

USELESS.

YOU KNOW NOTHING.

AND YOUR LIFE FORCE... SO BLAND...

ANNIE!!! REPORT!!!

THE CRYSTAL WAS BROUGHT HERE.

I SHALL FIND IT, EVEN IF I MUST DEVOUR EVERY HUMAN ON THIS PLATFORM.

THIS I SWEAR, FATHER--

--I WILL FIND YOU...

Marvel Comics presents...

THE UNCANNY SPIDER-FORCE

SCREAM

"Spidernaught"

EARTH-3145

NOW

WHO IS THIS GUY?!

WHO IS THIS GUY?!

FZZZAKK

FZZZAKK

HEY, "GRANDKID," THAT'S MY LINE!

OR SHOULD I REMIND YOU-- YOU PEOPLE BROUGHT ME HERE--

--WHEREVER "HERE" IS!

SURRENDER.

POWER DOWN AND PREPARE FOR DEACTIVATION.

HEY, MASON JARHEAD--

--DEACTIVATE THIS!!!

FLASHBANGS, DOOFUS.

NOW YOU'RE BLIND, DEAF AND DUMB!

I WORK IN OUTER SPACE, ANIMATRON.

ANTI-GLARE LENSES, INSULATED HELMET AND MASK--

LISTEN-- WHOEVER YOU ARE--

--WE'RE NOT YOUR ENEMY.

KEEEE-RAAAASSSH!

WHICH IS WHAT AN ENEMY WOULD SAY, YES?

PLEASE LISTEN--

--YOU'RE OBVIOUSLY DIALED INTO OUR COMM CHANNEL--

IT'S TELEPATHY--

--THIS GUY IS BROADCASTING INTO OUR HEADS.

HIS WEBBING-- ENERGY-BASED.

HE'S ACTING AS IF WE'RE BOTS OF SOME KIND--

--BUT HIS MIND PROBE SHOULD TELL HIM DIFFERENT.

FFSSSTTT

NO-- MY E.V.A. SUIT--

YES, IF YOU DON'T GET PATCHED UP FAST--

--THIS PLANET'S RADIATION WILL INFECT YOU.

SO WHY NOT TAKE THE SHORTCUT AND JUST TELEPATHICALLY FLASH US--

--SO WE CAN ALL GET ON THE SAME PAGE!

OR CAUSE ME TO BECOME VULNERABLE TO TELEPATHIC ATTACK.

JUST A GLIMPSE, THEN-- JUST ENOUGH TO TELL US...

"...WHO YOU ARE."

JOHN JAMESON

SO, LET ME ASK...

...YOU SURE YOU BROUGHT ENOUGH *GUYS?*

WELCOME TO HAMMER FALLS

KINGDOM OF THE KINGPIN

OFFICIAL USE ONLY

BEAT IT.

H'OKAY.

?!

CH--CHUKKK-

BLAAAAMMM.

DAMMIT, MAY!

PETE!!!

PETE!!!

OPEN THIS DOOR THIS *INSTANT*!

PETER!

"GET OUT."

PETER PARKER!

"OUT--GET *OUT!*"

GET OUT OF MY HEAD!!!

HEY-- HEY--

--IT'S ALL RIGHT...I DIDN'T... I DIDN'T MEAN TO *PRY*...

FZZAKK

JOHN...

YOU'RE *JOHN JAMESON*... JONAH'S SON...THE *ASTRONAUT*.

YES, AND YOU'RE... KAINE? AND YOU'RE A *CLONE*... AND, APPARENTLY, NOT *TRUSTED* BY ANY OF YOUR "*TEAM*."

PETER... BEN PARKER'S NEPHEW...KILLED *YEARS* AGO...

YOU'RE A SPIDER-MAN?

STOP CALLING ME THAT.

I DON'T KNOW YOU, I DON'T KNOW THIS JONAH, I DON'T KNOW *ANY* OF THESE PEOPLE...

...AND ANY FRIEND OF MY SKEEVY OLD UNCLE CAN ROT IN HELL ALONGSIDE HIM.

WHAT I *DON'T* KNOW IS *WHY* I'M *HERE*. WHY *ME*?!

YOU CAUGHT THE SAFE.

WHAT?!

I THREW A SAFE OUT THE WINDOW. YOU COULD HAVE LET IT SAIL BY...KILL SOMEBODY ON THE STREET.

YOU DIDN'T HESITATE TO RISK YOUR LIFE TO SAVE OTHERS.

YOU *ARE* PETER--NO MATTER WHAT YOU'RE CALLING YOURSELF.

THAT'S WHY YOU'RE HERE.

AND YOU--

--*KAINE*.

ARE SPIDER-MAN'S VALUES WITHIN YOU?

FOUND A STRAY CAT ONCE. THAT COUNT?

YOU'VE HAD YOUR GLIMPSE, JOHN. DECIDE.

HEY, GUYS--

--LOST ANNIE ON *VOX*. IS THE COMM *DOWN* AG--

ASSIST ME.

"Aristokratia"

NAUTILUS OPS CENTER

I *DESPISE* TOUCHING THINGS.

WE ARE THE *ARISTOKRATIA*-- *INHERITORS* OF ART, CULTURE, PHILOSOPHY.

PUSHING *BUTTONS* IS FOR YOU *HOI POLLOI*.

I'VE COME FOR THE *SOLUS CRYSTAL*.

I KNOW IT WAS BROUGHT ABOUT THIS PLATFORM, YET I CANNOT SENSE ITS PRESENCE.

WHICH GIVES RISE TO A *THEORY*.

YOU OBVIOUSLY WISH TO TRANSMIT A *DISTRESS* CALL.

SEND IT.

TALK TO HIM.
STOP TOUCHING ME.
HE OBVIOUSLY TRUSTS PETER... WE CAN USE THAT.
SERIOUSLY-- GET YOUR HAND OFF ME.
I CAN'T HELP YOU.

"Close Enough"

JERICHO SHUTTLE

I'M RESPONSIBLE FOR THE LAST REMNANTS OF MANKIND.
IF I WASTE *FUEL* ON SOME... VAMPIRE HUNT...GET *STRANDED* HERE... THEY'RE ALL *DEAD.*
THEY'RE DEAD ANYWAY, JOHN. DON'T YOU *GET* IT?

VERNA IS TRYING TO RESURRECT SOLUS--HER *FATHER.*
WHEN THAT HAPPENS, SOLUS WILL BE *RAVENOUS*... *STARVING* FOR SPIDER-TOTEMS.
THAT'S *US,* JAMESON. THAT'S *YOU.*
JOHN--
--THIS ISN'T SIMPLE SELF-INTEREST. I HAVE A *SON*--

--WHICH PLACES HIM *HIGH* ON THE INHERITORS' TARGET LIST. THE *YOUNGER* THE TOTEM--
--THE MORE THEY *CRAVE* IT.
EXCUSE ME?!
NAUTILUS CONTROL TO JERICHO...
EMERGENCY!!!

HECTOR-- WHA--?!

JOHN... JOHN!

IT'S ANNIE--

--YOUR WIFE... SOME KIND OF... CREATURE...

GET OFF MY SHIP.

VERNA.

GOT TO BE.

THAT'S WHY WE'RE NOT READING HER *WATCH* DOWN H--

GET OFF OF MY SHIP

BRAK TFFZZZZZ!

GRRAATTCCHHH-!!!

HEY-- DIPSPIT--

--WE'RE TRYING TO HELP YOU!!!

TWIPP TWIPP

HELP MANKIND OR SPIDER-KIND?!

THESE "INHERITORS" HUNT SPIDER-BEINGS, NOT HUMANS!

TRUST ME, ASTRO, IF VERNA IS UP THERE--

--EVERYBODY'S DEAD. YOU NEED US!

JOHN--

--THE TRUTH: THERE'S ONLY ONE THING THAT MATTERS TO ME.

VERNA IS WEARING THE ONLY SPIDER-WATCH THAT STILL WORKS.

SHE IS MY ONLY WAY BACK TO MY SON.

BUT VERNA WOULDN'T BE ON YOUR SPACE PLATFORM IF SOLUS WASN'T UP THERE.

YOU'VE HAD A GLIMPSE INSIDE OUR MINDS-- YOU KNOW WE'RE NOT LYING TO YOU.

IT WAS ONLY A GLIMPSE.

IT'LL HAVE TO BE ENOUGH.

CHOOSE.

THANK YOU, HECTOR.

WELL DONE.

YESSS...

...I AM HERE...

...FATHER...

"MY EARTH WAS *SAVAGED* BY ATOMIC WAR..."

...AT THE TIME OF THE DISASTER, I WAS DETAILED OVER TO SUPERVISE CONSTRUCTION OF NASA'S LONG-RANGE ROVER PROJECT--

--A SPACECRAFT CONSTRUCTED ENTIRELY IN *ORBIT*.

THIS ORBITAL PLATFORM HAS MINIMAL HOUSING AND SIX WEEKS' WORTH OF SUPPLIES--

--FOR A CREW OF A DOZEN.

WE HAVE *36*-- THREE SHIFTS-- MAROONED HERE INDEFINITELY.

I MAKE WEEKLY RUNS TO *SCAVENGE* WHAT I CAN.

"Scent of a Woman"

OH GOD.

VERNA.

HAS TO BE. THESE POOR PEOPLE...THE LAST SURVIVORS OF EARTH...

OF *THIS* EARTH, JESS.

OUR *POWERS*... WEB-SHOOTERS... ALL BUT *USELESS* UP HERE.

WHAT DOES "*SUPER*" STRENGTH OR ENHANCED SPEED *MEAN* IN ZERO GRAVITY?

HOW DO WE *SAVE* THESE PEOPLE FROM VERNA?

LIKE *YOU* ACTUALLY CARE.

?!

WHAT'S *THAT* SUPPOSED TO MEAN?

--BUT YOU *USE* PEOPLE OUT OF SELF-INTEREST. THAT *BOY*, FOR EXAMPLE.

VERNA WILL *SMELL* US--THE SPIDER-TOTEMS ABOARD THIS STATION.

AND *YOU'RE* HELPING ME. WHAT'S THAT MAKE *YOU*?

DON'T LET THE *TIGHTS* FOOL YOU, JESS--*HEROISM* IS A *TOUGH RACKET*.

MEANS YOU'RE AN AMORAL, MANIPULATIVE LIAR, KAINE. NOT TO MENTION A *MURDERER*.

YOUR HUSTLE IS ALL ABOUT GREAT POWER AND RESPONSIBILITY--

THE FACT SHE'S STILL HERE MEANS SHE HASN'T *FOUND* THE CRYSTAL YET.

YOU'RE *COUNTING* ON HER *BLOODLUST* OVERCOMING HER *REASON*--THAT *KID*, FOR EXAMPLE--

--GIVING US A CHANCE TO FIND IT BEFORE *SHE* DOES.

I'VE TELEPATHICALLY FLASHED THE STATION LAYOUT INTO YOUR MINDS.

OUR A-TEAM IS MOVING TOWARD OPS CENTER FROM DOCKING BAY *EAST*.

YOU TWO WILL ACCESS THE EMERGENCY AIRLOCK BEHIND THE STARBOARD VOLTAIC ARRAY.

WE'LL JUST FOLLOW YOU.

NO, YOU WON'T.

HEY!!!

HE CUT US LOOSE?!

JOHN-- JOHN!!!

SORRY, KIDS--

--THAT'S MY *WIFE* IN THERE.

YOU HAVE *YOUR* MISSION... I HAVE *MINE*.

I'M GONNA HURL-- I'M GONNA HURL...

CHARLIE--WHAT HAPPENED?

I'M A 13-YEAR-OLD IN OUTER SPACE! YOU DO THE MATH!!!

NOT THAT--

--WHAT HAPPENED... TO YOU?

UNCLE BEN...

YOU WANNA TALK ABOUT THAT *NOW*?!

THE *GLIMPSE*--ME STEALING THAT *MILK* WHEN I WAS YOUR AGE...

...IT WAS... MY FIRST MURDER...

DON'T OPEN UP TO ME. DON'T **BOND** WITH ME.

MY EARTH--SHOTS AND GIGGLES, BOY.

LADY--JOT IT **DOWN**: NOT YOUR GRAMPA. YOU WANT ABSOLUTION, FIND A **POPE**.

MUCH AS I HATE THE BASTARD, MY UNCLE IS STILL ALIVE--

CHARLIE--

I HAD ABOUT THREE MINUTES OF CHILDHOOD--ALL OF THEM SPENT ON YOUR KNEE.

THE REST IS ALL CRAP. BEING LIED TO... ABANDONED. RUNNING FOR MY LIFE...

...BEING TOUCHED...

I'M NOT HIM.

"PETER." THIS GUY INSIDE YOUR HEAD.

I DIDN'T TAKE YOU TO THE PARK. DIDN'T BOUNCE YOU ON MY KNEE.

I'M NOT HIM. NOT GONNA BECOME HIM.

I DO, HOWEVER, NOW REALIZE WHY I'M HERE--

--BAIT.

THIS "VERNA THE VAMPIRE" IS SOME KINDA HALF PEDOPHILE.

I'M JUST THE JUDAS GOAT...

...WHICH DOES *WONDERS* FOR WHAT LITTLE SELF-ESTEEM I'VE GOT LEFT.

SO WHAT SAY WE SKIP THE PISS-AND-MOAN SESSION AND GET ON WITH--

PRESSURIZED SECURED

FATHER!!!

AT LAST I SENSE YOUR PRESENCE!

LET THERE BE AN END TO--

FZZZAK

I AGREE.

I BELIEVE YOU CAME LOOKING FOR THIS.

YEEEARRRRGGHH!!!

SPIDER-GWEN: GHOST-SPIDER #2
"THE BALLAD OF GWEN STACY"

I DON'T HAVE TIME FOR THIS.
THIS ISN'T MY WORLD. THIS ISN'T *MY* PETER PARKER.
I HAVE TO GET BACK TO THE OTHERS, I HAVE TO--
THIS CAN'T BE HAPPENING.
CAN YOU PLEASE CALM DOWN AND LISTEN TO ME FOR A SECOND?
I NEED YOUR HELP.
I HAVE TO GET OUT OF HERE.
THE TROUBLE WITH HAVING A MULTIVERSE IS THAT THERE'S MORE THAN ONE OF EVERYTHING.
YOU'RE-- OH GOD, YOU'RE A CLONE.
...OKAY, THAT'S NOT QUITE WHAT I MEANT.
I'M A *WHAT?!*
SHE WENT BACK TO OUR LAB, DIDN'T SHE?
WHY DID SHE MAKE YOU? WHAT DOES SHE WANT?
SHE *WHO?*
THE *REAL* GWEN STACY.
I SHOULD REALLY HAVE SEEN THAT COMING.
I *AM* THE REAL GWEN STACY. OR, WELL, *A* REAL GWEN STACY.
I'M JUST NOT *YOUR* GWEN STACY.
I'M NOT A CLONE OR A ROBOT OR ANYTHING ELSE WEIRD.
I'M JUST A VERSION OF GWEN STACY FROM ANOTHER WORLD AND--OKAY, THAT *DOES* SOUND WEIRD.
BUT I NEED TO GET BACK THERE, AND I DON'T HAVE TIME FOR THIS.

TCK

I KNOW THIS IS A LOT TO TAKE IN, BUT, PLEASE, I NEED YOUR HELP.

I NEED TO FIND SOMEONE WHO UNDERSTANDS THE BASICS OF DIMENSIONAL TRAVEL.

I DON'T SUPPOSE YOU KNOW **REED RICHARDS,** DO YOU?

TCK

HAHAHAHA--

WELL, *THAT'S* NOT GREAT.

PETER? UH...ARE YOU OKAY?

I AM REALLY STARTING TO *HATE* THIS *GOBLIN.*

LOOK OUT!

BOOM

AHHH!

y--
you...

HAHAHAHA--

OKAY, SERIOUSLY?

I'M FINE. I'M--HA-- FINE.

RIGHT, BECAUSE LAUGHTER? TOTALLY NORMAL RESPONSE.

A WOMAN FROM ANOTHER WORLD WHO LOOKS EXACTLY LIKE MY BEST FRIEND BUT ISN'T? TOTALLY NORMAL SITUATION.

...POINT TAKEN.

STILL THINK I'M A CLONE?

NO. I'M THE BIOLOGIST. GWEN COULDN'T MAKE YOU WITHOUT ME.

YOU'RE TOO WARM TO BE A ROBOT, AND AFTER THE THINGS I'VE SEEN...

...LET'S JUST SAY "I CAME HERE FROM ANOTHER WORLD" MAKES MORE SENSE THAN ANYTHING ELSE.

OKAY. GOOD. GOOD.

LOOK. I'M NOT SUPPOSED TO BE HERE. MY FRIENDS ARE IN *DANGER.*

THEY NEED ME. PLEASE. CAN YOU HELP ME?

I HAVE ONE QUESTION FIRST.

WHAT'S THAT?

ARE YOU SPIDER-WOMAN?

YEAH. I AM.

MUST BE NICE.

I DON'T--

I DON'T UNDERSTAND. I DON'T UNDERSTAND. I DON'T--

I MEAN, HARRY ALWAYS THOUGHT SO.

HARRY? YOU MEAN HARRY *OSBORN?*

THERE'S MORE THAN ONE OF EVERYTHING.

YOU KNOW HIM?

I HOPE THAT MEANS YOUR HARRY IS HAPPY. IF HE'S NOT, DON'T TELL ME.

"GWEN--MY GWEN--AND I APPLIED TO THE OSCORP SCIENTIFIC INTERNSHIP PROGRAM. WE BOTH GOT LUCKY. WE BOTH GOT CHOSEN. WE THOUGHT ALL OUR DREAMS WERE FINALLY COMING TRUE.

"I WAS STUDYING COMPOUNDS IN SPIDER VENOM, LOOKING FOR A CURE FOR THE CANCER THAT TOOK MY UNCLE BEN AWAY.

"GWEN WAS JOINING A RESEARCH TEAM DEDICATED TO ADVANCING THE BIOTECHNOLOGICAL SCIENCES.

"WE THOUGHT WE HAD IT MADE.

"WE WERE SUCH FOOLS.

"FOR A WHILE, EVERYTHING WAS GREAT.

"WE WERE MAKING STRIDES, WE WERE MAKING DISCOVERIES...

"...WE WERE GOING TO CHANGE THE WORLD.

"WELL, WE DID IT.

"JUST NOT THE WAY WE WERE EXPECTING.

"SOMEHOW, THE SPIDER DIDN'T KILL HARRY. IT... CHANGED HIM.

"SUDDENLY, HE HAD THESE POWERS, AND WE DROPPED EVERYTHING TO HELP HIM LEARN TO CONTROL THEM.

"IT WAS FASCINATING, YOU KNOW? SOMETHING--"

--TOTALLY NEW.

IT'S NEW FOR ALL OF US. NO MATTER HOW MANY SPIDER-PEOPLE I MEET, IT'S ALWAYS NEW.

SO THERE ARE A LOT OF YOU?

THERE WERE. RIGHT NOW, I... I DON'T KNOW.

THERE ARE THESE MONSTERS. THEY CALL THEMSELVES THE ***INHERITORS.***

THEY'RE KILLING MY FRIENDS, AND I'M HERE. I NEED TO GET BACK TO THE FIGHT.

I'M TRYING TO BE PATIENT, I REALLY AM. I KNOW THIS IS A LOT.

BUT I NEED YOU TO HELP ME. ***PLEASE.*** I HAVE TO GET BACK TO THEM.

WHAT DO YOU THINK I CAN DO?

I HAD A WATCH. IT LET ME MOVE BETWEEN DIMENSIONS. IT'S BROKEN. CAN YOU--

I'M SORRY. THAT'S NOT MY FIELD.

BUT GWEN...***GWEN*** COULD HELP YOU.

"SHE'S A MECHANICAL GENIUS. I'VE NEVER SEEN HER ENCOUNTER A PROBLEM SHE COULDN'T FIX.

"SHE BUILT HER GLIDER, HER SUIT, EVERYTHING, USING THE BIO-FEEDBACK CIRCUITRY SHE'D BEEN DEVELOPING IN HER LAB.

"I MADE HARRY A SUPER HERO. SHE MADE ***HERSELF*** ONE.

"SHE SAID SHE WANTED TO HELP. SHE SAID SHE ***NEEDED*** TO HELP

"HARRY'S DAD USED TO SAY THAT POWER WAS A TOOL BUT ONLY IN THE RIGHT HANDS.

"HARRY AND GWEN...THEY SAID THEIRS WERE THE RIGHT HANDS. BUT I THINK IT WAS MORE THAN THAT.

"I THINK GWEN JUST WANTED TO BE SPECIAL."

...OH.

I'VE HEARD THAT BEFORE, FROM MY PETER PARKER.

EVERYTHING HAPPENS OVER AND OVER AGAIN, AND WE NEVER LEARN.

I WISH WE'D LEARN.

IT WAS GOOD. FOR A WHILE, IT WAS GOOD.

MY GWEN AND HARRY ALWAYS WON. THEY SEEMED UNSTOPPABLE.

"SPIDER-MAN AND THE GREEN GOBLIN. OUR VERY OWN SUPER HEROES.

"THEY WERE HEROES. AND EVERYONE LOVED THEM. THEY PROTECTED US. AND WE TOOK CARE OF THEM.

"THINGS WERE SO GOOD BACK THEN. THINGS WERE PERFECT WE THOUGHT THEY'D BE PERFECT FOREVER.

"WE THOUGHT WE HAD SO MUCH TIME."

PLEASE. MY FRIENDS--

I CAN'T HELP YOU WITHOUT GWEN.

YOU HAVE TO LISTEN. YOU HAVE TO UNDERSTAND.

PLEASE.

...OKAY.

"THEY HELPED A LOT OF PEOPLE MARY JANE AND I SUPPORTED THEM AS MUCH AS WE COULD, AND THEY **SAVED** A LOT OF **LIVES.**

"THAT DOESN'T HELP US SLEEP AT NIGHT.

"I GUESS WE ALWAYS KNEW THAT ONE DAY THEY'D GO UP AGAINST SOMETHING TOO BIG FOR THEM TO HANDLE. I GUESS. IT SEEMED IMPOSSIBLE.

"THEY ALWAYS WON.

BOOM

"POWER, BUT ONLY IN THE RIGHT HANDS.

"WE THOUGHT, ALL OF US, THAT WE KNEW WHAT THE RIGHT HANDS WERE.

AHHHHHHHHH!

DAD!!!

DADDY?

GOBLIN! I NEED YOU!

"IT ONLY TOOK ONE MISTAKE.

PLEASE WAKE UP, DADDY, PLEASE, I DIDN'T MEAN IT, PLEASE--

AHHAAHHA--

GOBLIN!

THWIP

"IT ALL HAPPENED SO FAST.

GWEN! I NEED Y-- ARRGH!

AHHAAHHA--

"OUT OF ALL OF US, HARRY WOULD PROBABLY BE THE ***ONLY ONE*** TO SAY IT WAS ALL WORTH IT...

"...EVEN THOUGH ***HE'S*** THE ONE WHO DIED.

"THE ACCIDENT DID SOMETHING TO THE CIRCUITRY THAT LET GWEN CONTROL HER GLIDER.

"SHE'S ALIVE, BUT SHE'S NOT HERSELF ANYMORE.

"ONLY THE GOBLIN REMAINS."

I'M SO SORRY. THAT'S...THAT'S HORRIBLE.

IT'S KILLING MJ. IT'S ABSOLUTELY KILLING HER.

YOU WANT TO KNOW THE WORST PART?

...IT GETS WORSE?

GWEN DOESN'T REMEMBER BEING GWEN, WHICH MEANS SHE DOESN'T REMEMBER ***US.***

IT'S THE ONLY REASON WE'RE STILL ALIVE. SHE DOESN'T KNOW WE'RE WORKING AGAINST HER.

WORKING AGAINST HER HOW?

WE'RE GOING TO GET HER BACK.

HOW?

THE BIO-CIRCUITRY IN HER SUIT HAS HER CAUGHT IN A FEEDBACK LOOP. HER HORROR FEEDS HER FEAR FEEDS HER GRIEF--MAKES IT IMPOSSIBLE FOR HER TO BREAK FREE OF THE GOBLIN PERSONA.

I HELPED HER DESIGN THOSE CIRCUITS. I SHOULD BE ABLE TO DISRUPT THE BIOLOGICAL CONNECTION.

WE JUST NEED TO CATCH HER LONG ENOUGH TO DO IT.

YOU'RE SPIDER-WOMAN. YOU'RE FASTER THAN SHE IS.

YOU'RE GOING TO HELP ME.

WHY WOULD I DO THAT?

I TOLD YOU--GWEN IS THE ONLY ONE WHO CAN HELP YOU.

AND IF YOU DON'T, WELL, GOOD LUCK, I GUESS.

MAYBE YOU'LL FIND SOMEONE ELSE TO HELP YOU BEFORE ***ALL*** YOUR FRIENDS DIE.

WHAT DID YOU JUST SAY?

YOU HEARD ME.

YOU--

YOU CAN CALL ME WHATEVER YOU WANT. YOU NEED US, AND WE NEED YOU.

GWEN'S A MECHANICAL GENIUS. SHE CAN FIND A WAY TO OPEN A DIMENSIONAL CHANNEL FOR YOU.

I KNOW EVERYTHING ABOUT HARRY OSBORN'S BIOLOGY. IF YOURS IS SIMILAR, I CAN KEEP THE STRESS OF DIMENSIONAL TRAVEL FROM RIPPING YOU APART.

I DON'T NEED YOU TO LIKE ME. I JUST NEED YOU TO HELP ME.

I HATE YOU RIGHT NOW.

IF IT BRINGS GWEN HOME, I DON'T CARE.

...FINE. I'LL HELP YOU.

THANK YOU!

WHAT IS IT WITH ALL THE *HUGGING?*

JUST ONE MORE THING.

MY FRIENDS ARE ***DYING.*** WHAT ELSE COULD YOU POSSIBLY WANT FROM ME?

DO YOU HAVE ANY OTHER CLOTHES? BECAUSE THIS IS PRETTY CONSPICUOUS.

THAT, I CAN DO.

SNAP

BETTER?

I DON'T KNOW. MY BRAIN JUST TURNED OFF.

THAT IS TOO MANY SPIDERS. DO YOU SWEAT SPIDERS?

HEH.

MJ HAS BEEN TRYING TO FIND GWEN SINCE THE ACCIDENT.
I FOUND HER PRETTY QUICK.
NO, YOU FOUND THE GREEN GOBLIN.
EVEN IF THE GOBLIN PERSONA IS DOMINANT, SHE CAN'T FLY AROUND BREAKING THINGS **ALL** THE TIME.
MJ WANTS TO KNOW WHERE SHE SLEEPS. WHERE SHE LETS HER GUARD DOWN.
HOW IS MJ HOPING TO FIND HER?
DO YOU HAVE A BETS BRANT OR A GLORY GRANT IN YOUR WORLD?
YES, BUT LIKE EVERYTHING ELSE IN THIS CORNER OF THE MULTIVERSE, I'M WILLING TO BET THEY'RE NOT THE SAME.
ARE THEY INVESTIGATIVE JOURNALISTS?
"...NO. NO, THEY ARE NOT THAT."
DO THEY KNOW...?
THEY SUSPECT, BUT THEY CAN'T PROVE IT.
I THINK THEY PUT UP WITH MJ BECAUSE THEY'RE WAITING FOR HER TO SLIP AND SPILL THE BEANS.
WILL SHE?
NO. MJ WOULD NEVER GIVE GWEN UP. NOT AFTER WHAT HAPPENED TO **HARRY.**
THEY'VE BEEN TRACKING THE GREEN GOBLIN, AND MJ HAS BEEN TRACKING **THEM.**
WE MET BACK WHEN GRANT AND BRANT WERE COVERING THE SCIENCE AND TECHNOLOGY BEAT. THEY DID A FEATURE ON THE RISING STARS OF OSCORP.
LOSING THEM WAS REALLY HARD ON HER.
SEEING **YOU** IS GOING TO BE REALLY HARD ON HER.
JUST... BE GENTLE, ALL RIGHT?

OF COURSE. WHY WOULD I BE ANYTHING ELSE?

YOU'RE THE ONE WHO'S BLACKMAILING ME INTO HELPING YOU. SHE HAS NOTHING TO DO WITH THIS.

THANK YOU.

SURE.

IF THIS REALITY'S MARY JANE IS A CAT OR A SKELETON OR IMAGINARY, I'M LEAVING.

I'LL FIND MYSELF ANOTHER GENIUS. THERE HAS TO BE ANOTHER GENIUS SOMEWHERE.

...RIGHT?

DING-DONG

I HAVE A KEY, BUT--

--IT'S BETTER IF WE GET THIS OVER WITH.

DID YOU FORGET YOUR KEY AGA--

GWENNIE?

YES. BUT NO.

I'M SORRY.

YOU'RE NOT HER.

CLONE?

NO.

ROBOT?

NO.

FROM ANOTHER DIMENSION?

NO.

YES, ACTUALLY.

YOU HAVE A ***PHONE.*** YOU COULD HAVE ***CALLED ME.***

I DIDN'T--

WHAT WERE YOU TRYING TO PULL? *HUH? HUH?*

I FOUND HER AT OSCORP, FIGHTING ***OUR*** GWEN.

WHAT?

SHE'S A SUPER HERO FROM ANOTHER DIMENSION. SHE'S--

I'M SPIDER-WOMAN.

MAYBE. I NEED A NEW CODE-NAME. BUT MOSTLY, YEAH.

SPIDER-WOMAN.

I GUESS YOU'D BETTER COME INSIDE.

THANK YOU FOR BEING COOL.

I HATE YOU AND MY FRIENDS ARE DYING.

I KNOW.

LET'S GO IN.

OKAY. THIS IS FINE.

SHE'S PROBABLY NOT GOING TO KILL ME AND TAKE MY SKIN.

IT'S FINE. IT'S--

--FINE.

WHOA.

WHY DID YOU BRING HER HERE?

SHE CAN HELP US.

HELP US **WHAT?** FEEL EVEN WORSE?

YOU BRING ME THIS FRESH-FACED NOT-GWEN WHO LOOKS LIKE SHE HASN'T EVEN GRADUATED FROM HIGH SCHOOL--

HEY!

--AND SOMEHOW SHE'S SUPPOSED TO HELP US?

SHE'S SPIDER-WOMAN!

HARRY WAS SPIDER-MAN! WE ALL SAW HOW WELL ***THAT*** WORKED OUT!

I THINK I ***CAN*** HELP YOU.

HOW?

I'M NOT YOUR GWEN STACY.

BUT I ***AM*** GWEN STACY.

IF YOU SHOW ME WHAT YOU HAVE, OR IF WE CAN TALK TO BETTY AND GLORY, MAYBE...

MAYBE WHAT?

MAYBE I CAN FIGURE OUT WHERE SHE GOES TO REST.

MAYBE I CAN HELP YOU BRING HER HOME.

WHY?

WHAT?

WHY?

WHY ***WHAT?***

WHY DO YOU WANT TO HELP US? BECAUSE I KNOW IT'S NOT OUT OF THE GOODNESS OF YOUR HEART.

COME ON, MJ, BACK OFF.

NO, IT'S COOL.

I WANT TO HELP BECAUSE I NEED YOUR GWEN IF I'M GOING TO GET BACK TO ***MY*** WORLD.

MY FRIENDS ARE IN DANGER. I CAN'T STAY HERE. SO PLEASE. HELP ME HELP YOU HELP ME.

HELP YOU-- ARE YOU SURE YOU LANDED ON THE RIGHT COMBINATION THERE?

HONESTLY, NO, BUT THAT'S BESIDE THE POINT.

YOU WANT YOUR GWEN BACK. I NEED HER TO HELP ME GET OUT OF THIS DIMENSION.

RIGHT NOW, IF I HELP YOU, I HELP MYSELF.

WHAT CAN IT HURT? WE'VE TRIED EVERYTHING ELSE.

FINE. ***FINE.*** I'LL TAKE YOU TO SEE BETS AND GLORY.

BUT YOU'RE GOING TO DO EXACTLY WHAT I SAY, GOT IT?

GOT IT.

NEVER DO THAT AGAIN.

SORRY.

IT'S FINE. LET'S GO.

IS PETER--

I'M STAYING HERE. IF GWEN IS IN THE AREA, ONE OF US SHOULD STAY AT THE HOUSE, JUST IN CASE.

CALL IF YOU NEED ANYTHING.

I WILL.

TRY TO BE ALIVE WHEN WE GET BACK.

TRY TO SURVIVE LONG ENOUGH TO *COME* BACK.

I MIGHT AS WELL BE A GHOST HERE. I'M HAUNTING THEM.

THIS IS WORSE THAN A WORLD THAT NEVER HAD A GWEN AT ALL.

THEY'RE LOST WITHOUT HER.

...ARE *MY* FRIENDS THIS LOST WITHOUT ME?

I'M TRAPPED HERE, AND THEY'RE...

I CAN'T THINK ABOUT THAT. I HAVE TO FOCUS. I HAVE TO WIN.

WHAT'S GOING TO HAPPEN IF I CAN'T MAKE IT HOME?

NO. I'M *GOING* TO MAKE IT HOME.

HAROLD THEOPOLIS OSBORN
BELOVED SON AND FRIEND
ONLY IN THE RIGHT HANDS

ALL I HAVE TO DO IS SAVE THIS WORLD'S GWEN STACY.

BUT WHAT IF...

...WHAT IF THERE'S NOTHING LEFT TO SAVE?

THERE ARE SO MANY STORIES OF NORMAL PEOPLE WHO BECOME HEROES

THAT'S MY DAD'S STORY.

POWERS AND MONSTERS AND COSTUMES?

IT'S BEEN MY LIFE AS LONG AS I CAN REMEMBER

FOR ME, IT *IS* NORMAL.

WHO SHOULD WE EAT FIRST, SISTER?

BRIX, I SIMPLY CAN'T DECIDE.

I'D HOPED THEY WOULDN'T FIND THIS DIMENSION SO FAST...

THOSE TWO HOT TOPIC REJECTS DON'T LOOK SO TOUGH.

DON'T. JUST... DON'T.

YOU HAVE *NO* IDEA HOW MANY SPIDERS THESE TWO HAVE KILLED.

STAY BACK. KEEP WORKING ON CONNECTING WITH THESE.

IN THE LONG RUN, THAT'S GOING TO HURT THEM A LOT MORE THAN PUNCHING.

YOU EXPECT ME TO, WHAT? JUST...STAY BACK AND *NOT* FIGHT?

YES.

THIS IS MY WORLD. I CAN--

NO, ANNIE.

WE PROMISED YOUR PARENTS WE'D LOOK AFTER YOU.

AND THAT MEANS MAKING SURE YOU DON'T GET KILLED.

...I CAN SHOW YOU WHERE NORMIE KEEPS HIS TOYS.

SO YOU DON'T GET KILLED.

OH.

YEAH. THAT MIGHT BE A GOOD IDEA.

BUT WE NEED TO HURRY. THOSE PEOPLE IN THERE DON'T STAND A CHANCE.

I HATE THE [illegible]

SHOULD WE GIVE CHASE?

IN TIME, BROTHER.

THESE LITTLE SNACKS RIGHT HERE WANT TO PLAY.

LET'S *INDULGE.*

IT'S THIS WAY!

...AND I DON'T KNOW THE PASS CODE.

ARE EITHER OF YOU GOOD AT HACKING?

WITH TIME, MAYBE.

BUT IF YOU'RE ANYWHERE AS STRONG AS THE TWO OF US, WE MIGHT NOT NEED TO.

WORTH A SHOT, I GUESS...

OKAY, ON THREE.

ONE, TWO...

...THREE!

DID YOU HEAR THAT?

YOU MEAN *THAT?*

KRAK

I *KNOW* WHAT A NECK SNAPPING SOUNDS LIKE.

THIS WAS MORE OF A--

AGH!

THIS IS WHAT YOU GET FOR PLAYING WITH YOUR FOOD, BORA.

YOU'RE ONE TO TALK...

HOW SWEET. I THINK IT LIKES YOU, SISTER.

MAYBE WE SHOULD KEEP THIS ONE AS A PET.

HSSSSSSSS

OR MAYBE I SHOULD TAKE IT APART. LIMB BY LIMB BY LIMB.

AS YOU WISH.

ONCE YOU FINISH WITH THAT ONE, WE SHOULD FIND--

RUUUUUMBLE RUUUUUMBLE

WAS THAT WHAT YOU HEARD BEFORE?

NO. THIS IS LOUDER...

RUUUUUMBLE RUUUUUMBLE

KRUNCH

STOP THIS!

KRUNCH

YOU'RE THE ONE WHO SAID WE *SHOULDN'T* GO AFTER THEM!

SO WE'LL TAKE APART THEIR LITTLE TOY AND *THEN* THEM!

TARGET'S LOCKED.

QUESTION IS, IS THIS THING ARMED WITH ANY WEAPONS THAT CAN ACTUALLY *HURT* THEM?

THIS LOOKS PROMISING...

THIS ONE'S FOR YOU, DAD.

FWOOOOSH

I'M GOING TO FIND A WAY TO

DID WE GET THEM?

I THINK THAT WAS SUPPOSED TO *HURT* US, BROTHER.

A MERE TICKLE AFTER THE PRISON WE ENDURED.

OUR TURN.

BACK IT UP! THEY'RE GOING TO--

THUMP

RACE YOU TO THE GOOEY CENTER.

THERE HAS TO BE *SOMETHING* TO HIT THEM WITH!

DON'T ASK ME! I DIDN'T BUILD THE THING!

CAN ALMOST *TASTE* THEM...

ANOTHER OF THEIR SILLY WEAPONS?

WHAT IS...

THE SCROLLS.

WE HAVE TO GET BACK TO ANNIE.

WHAT SORT OF MAGIC IS THIS?!

THOSE DELICIOUS SPIDERS...

...THEY ALL SMELL *HUMAN* NOW.

NO MATTER. WE STILL HAVE--

GONE!

THIS WAY!

HOLY...

COME ON! HURRY!

IS THIS A SCROLL THING? IT SEEMS LIKE A SCROLL THING.

I MEAN, I NEVER READ ANYTHING IN THEM LIKE--

THEY'RE RIGHT BEHIND YOU!

MYSTERY PORTAL IT IS.

THERE!

FWIP!

THUD

WHERE ARE THEY?!

SO, UH... WHERE ARE WE?

WHAT'S LEFT OF LOOMWORLD. HOME OF THE INHERITORS. AND THE WEB-WARRIORS, FOR A TIME.

EVEN WITH EVERYTHING THAT'S HAPPENED IN THESE WARS, I DON'T KNOW WHO WOULD WANT TO ***DESTROY*** THE WEB*...

I DON'T SEE KARN. IF HE WAS HERE WATCHING THE WEB WHEN THIS...

I HOPE HE'S OKAY.*

ANNIE. WHERE'S THE OTHER SCROLL?

UM. FUNNY STORY...

*SEE **SPIDER-GEDDON #4** AND #2, RESPECTIVELY, FOR THE ANSWERS!

"WHEN I TRIED TO CONNECT TO THE SCROLLS THE FIRST TIME AND EVERYTHING WENT CRAZY?

"I WAS TRYING TO GRAB HOLD OF ANSWERS. ANYTHING THAT COULD HELP. AND I THINK I GRABBED THE WRONG THING.

"BUT THIS TIME...THIS TIME I ***ASKED.*** AND I THINK IT ANSWERED. THAT WEB YOU WERE TALKING ABOUT.

"IT WANTS TO HELP. ***THAT'S*** WHAT BROUGHT US HERE."

WHERE. IS. THE. SCROLL.

I THINK THE PORTAL ATE IT.

OR ***WAS*** IT. I'M NOT SURE.

LET ***ME*** HOLD ON TO THIS.

WHATEVER HAPPENED HERE...

...I DON'T THINK WE'RE SAFE.

I THINK WE'LL BE OKAY FOR A BIT. THE INHERITORS DON'T KNOW THERE'S ANYTHING HERE TO EAT.

THIS IS WEIRD...

IT'S...*CHANGED* SOMEHOW.

WAS THAT... DID I DO THAT SOMEHOW?

WHAT DOES IT SAY?

"THE OTHER. THE BRIDE. THE SCION.

"THE PATTERN-MAKER."

THE *WHAT?* IS THAT ANOTHER TOTEM?

I'M NOT SURE. THE SPIDER SOCIETY NEVER MENTIONED THAT ONE.

SOMETHING ABOUT...READING THE CONNECTING THREADS OF THE WEB? FORGING THEM INTO SOMETHING STRONGER?

IS THAT... SUPPOSED TO BE ME?

BECAUSE I DON'T KNOW WHAT THAT EVEN *MEANS.*

MY LITTLE BROTHER BENJY WAS THE AVATAR OF THE SCION. AND HE WAS A *BABY.*

BEING PARKER KIDS...IT'S NOT ALWAYS AN EASY THING. BUT WE'LL FIGURE IT OUT.

I...I FOUND OUT REALLY RECENTLY... I MEAN, MY MOM TOLD ME...

THERE *WAS* A MAY IN MY WORLD. I WOULD HAVE HAD AN OLDER SISTER IF SHE HAD--

AND I KNOW YOU'RE *NOT...*

BUT IT'S NICE TO KNOW. WHAT SHE MIGHT HAVE BEEN LIKE. THAT SHE WOULD HAVE BEEN A HERO TOO.

WE'RE PARKERS. THAT COUNTS FOR A LOT IN ANY UNIVERSE.

AND THE WEB CONNECTS ALL US SPIDERS, RIGHT?

MAYDAY... YOU'RE A GENIUS.

OKAY. BUT... WHAT?

YOU REALLY THINK THIS WILL WORK?

IF I'M UNDERSTANDING THE SCROLL CORRECTLY...

THERE SHOULD BE A WAY FOR THE PATTERNMAKER TO ENHANCE THE CONNECTION BETWEEN SPIDERS.

THE WEB OF LIFE AND DESTINY ALREADY CONNECTS US, RIGHT?

AND YOU THINK THAT WILL MAKE US STRONGER, SOMEHOW?

STRONG ENOUGH TO TAKE DOWN THE INHERITORS?

I DON'T KNOW IF THERE'S ENOUGH OF THE WEB *LEFT* FOR THAT.

BUT IF NOT, ANNIE MIGHT BE ABLE TO WEAVE US SOMETHING ELSE. LIKE A WEAPON.

IF I'M THE PATTERN-MAKER.

IF YOU'RE THE PATTERN-MAKER.

YOU *ARE* OUR TICKET OUT OF HERE.

DO YOU THINK YOU CAN GET US TO MY WORLD? EARTH-616?

I THINK SO. BUT IT WOULD DESTROY THE OTHER SCROLL...

I KNOW.

BUT I'M HOPING IT'S ALREADY GIVEN US EVERYTHING WE NEED.

OKAY. LET'S GO JOIN THE FIGHT.

SPIDER-FORCE #3
"BREATHE"

SOLUS... FATHER...

...YOU ARE NOW SAFELY AWAY FROM PRYING EYES...OR BETRAYERS... EVEN WITHIN OUR OWN CLAN.

THOUGH THIS WRETCHED PLANET'S RADIATION WILL SHORTLY CLAIM MY LIFE...

...I SWEAR YOU SHALL LIVE AGAIN.

"718"

BENEATH SIMS TOWER

EARTH-3145

DAYS BEFORE

MY DEATH IS IMMINENT. BUT IF JENNIX IS TO BE BELIEVED...

...I WILL RISE AGAIN. AND AFTER I COME BACK FOR YOU...YOU WILL TOO.

JERICHO SHUTTLE TO NAUTILUS BASE...

NO...

G'HEAD, BABE.

FOUND ANOTHER EMERGENCY POWER RELAY, ANNIE.

COUPLE DOZEN FePo CLUSTERS DOWN HERE.*

GONNA BE **WEEKS** CARTING THESE THINGS OUT OF HERE.

YOU'LL RACK UP THE **FREQUENT FLYER** MILES, JOHN.

*IRON PHOSPHATE POWER CELLS. --NICK

YEAH.

NO SENSE TRYING TO **FINESSE** THIS.

I'LL JUST HAVE THE DRONES RIP OUT THE WHOLE--

WHUMMP

JOHN? JOHN?

THOUGHT I HEARD SOMETHING.

HEARD WHAT?

EVEN THE RATS ARE DEAD DOWN THERE, BABE.

YEAH.

SO... WHAT'S FOR SUPPER?

MEAT LOAF SURPRISE.

YOU MEAN, "SURPRISE! IT'S MEAT LOAF!"

YES.

ALWAYS BETTER ON NIGHT 718.

NO... *GASSSP*

FAAA... THERRRR...

"I KNOW YOU CAN HEAR ME, CHARLIE."

EXHALE.

YOUR INSTINCT IS TO HOLD YOUR BREATH. DON'T.

RELIEVE THE PRESSURE OR YOUR LUNGS WILL EXPLODE.

Marvel Comics presents...

THE UNCANNY SPIDER-FORCE

BREATHE

"FOLLOWING JOHN JAMESON UP HERE WAS A *MISTAKE*, KAINE."

VERNA OBVIOUSLY BOOBY-TRAPPED THE AIR LOCKS... THANK YOU, SPIDER-SENSE...

...WHICH MEANS WE'VE DEFINITELY COME TO THE RIGHT PLACE.

ON AN *EVEN* PLAYING FIELD, VERNA IS MORE THAN A MATCH FOR A *DOZEN* OF US. HERE, IN *SPACE*--

--WEB-SHOOTERS ARE USELESS... "*SUPER*" STRENGTH *MEANINGLESS* IN ZERO GRAVITY.

OUR WALL-CRAWLING RELIES ON *FRICTION*--

NOT MUCH OF *THAT* UP HERE...

JAMESON'S TELEPATHIC *GLIMPSE* REVEALED A *LOT*, JESSICA.

I MADE A MISTAKE. YOU SHOULDN'T *BE* HERE.

TOO DISTRACTED... YOUR MIND ON THE *KID*.

KNOW WHAT I LEARNED ABOUT *YOU* DURING OUR "*GLIMPSE*"?

NOTHING. A *BLANK* PAGE. MAYBE A *CLONE* LACKS A *SOUL*...

GLAD YOU TWO GOT MY TELEPATHIC MESSAGE.

AS YOU CAN SEE--

--I'VE SOLVED YOUR PROBLEM *FOR* YOU.

A *CRYSTAL*.

YOU CAME LOOKING FOR A *CRYSTAL*. WISH YOU'D *MENTIONED* THAT.

MY *WIFE*... MIGHT STILL BE *ALIVE*...

YOUR TELEPATHIC FLASH--

IS WHEN I REALIZED THE THING YOU CAME ALL THIS WAY FOR WAS IN MY BACKPACK ALL ALONG.

AND NOW MY WIFE IS *DEAD*--

--BECAUSE OF WHATEVER THE HELL YOUR *WAR* IS ABOUT.

FOUND IT IN A SUBWAY TUNNEL BENEATH SIMS TOWER. HAD AN ODD ENERGY SIGNATURE.

OBVIOUSLY OF *ALIEN* DESIGN AND A LIKELY *POWER SOURCE*.

I BROUGHT IT BACK FOR *STUDY*.

DESTROY IT. VAPORIZE IT--*NOW*.

THE *LAST SURVIVORS* OF EARTH ARE ON THIS PLATFORM, KAINE.

BEEN HOLDING THINGS TOGETHER WITH MY LITTLE SCAVENGER RUNS. BUT *THIS*--

--THIS MIGHT BE A SOURCE OF *UNLIMITED* POWER.

MIGHT GIVE HUMANITY A FIGHTING *CHANCE*--

JAMESON--

--THE ESSENCE OF A MAN NAMED *SOLUS* IS TRAPPED INSIDE THAT THING.

IF HE IS EVER RESURRECTED--

HE *WON'T* BE. VERNA'S *DEAD*, KAINE--

NO, JOHN...YOU DON'T *UNDERSTAND*...

VERNA DIES *HERE*, SHE'S REBORN *THERE*-- ON EARTH-616.

HER CONSCIOUSNESS IS BEING TRANSMITTED THERE AND IMPLANTED WITHIN A NEW, CLONED BODY.

IT'S HOW THE INHERITORS ESCAPED IMPRISONMENT IN SIMS TOWER.

THEY WALKED OUT INTO THE RADIOACTIVITY ON *YOUR* EARTH AND DIED-- TO BE RESURRECTED ON *OURS*.

VERNA WILL SIMPLY KILL MORE OF US...STEAL ANOTHER *SPIDER-WATCH* AND COME *BACK* HE--

NOT... QUITE... DEAD *YET*, USURPER.

NOW *YOUR* LIFE FORCE... REPLENISHES *MINE*.

FATHER...

...I HAVE YOU AT LAST.

C'MON-- WHILE VERNA'S STILL TOO WEAK TO ATTACK US.

WE CAN'T LEAVE-- SHE'S GOT *SOLUS*!!!

YES. BUT SHE *CAN'T* BRING HIM *BACK*--

--NOT WITHOUT *THIS*, THE ONLY WORKING SPIDER-WATCH-- OUR ONLY WAY *HOME*.

IF SHE WANTS HER DADDY BACK, SHE'S GOT TO HUNT *US*.

WHERE ARE WE *GOING*?!

TO A LEVEL PLAYING FIELD.

YELLING... DOWN THERE TO THE RIGHT.

ASHLEY--

--ALL THAT PANICKING, THE HUGGING AND SO FORTH...

...WE'LL JUST PRETEND THAT NEVER HAPPENED, RIGHT?

THING TO REMEMBER-- DON'T LET VERNA *TOUCH* YOU.

SHE CAN DRAIN THE *LIFE FORCE* FROM YOU.

AH... *ASH*?

ASTRO-SPIDER'S SHUTTLE... HEADED FOR EARTH... WITHOUT *US*.

DID WE MISS A *MEETING*?

DAMN YOU.

I WILL FEAST ON YOUR BLOODY ENTRAILS!!!

HOLY FREAKING CHEESE!

HOLY FREAKING CHEESE!!!

IS THAT... IS THAT "VERNA"?!

ESCAPE POD.

WHAT?!

I'LL BET KAINE'S MOVING THE SHOW BACK TO MANHATTAN.

SHE SMELLS US, GRAMPA-- ESPECIALLY YOU.

YOU'RE LIKE A VAMPIRE HAPPY MEAL.

JERICHO SHUTTLE TO SPIDER-FORCE--

FFWWWW OOOSSSSH

--YOU KIDS BEST HEAD TO THE CLOSEST ESCAPE POD--

REALLY?! YOU THINK?!

HANG ON.

THE SHUTTLE'S AUTOMATED DOCKING MANEUVERS ARE KICKING IN.

FOOLISH OF ME... UNDERESTIMATING MY *PREY.*

IT SHALL NOT HAPPEN AGAIN, FATHER. THE SPIDER-TOTEM'S LIFE FORCE... *HEALING* ME.

I SHOULD WIPE OUT *EVERY* CREATURE REMAINING ON THIS PLATFORM.

BUT THE *HUNT* AWAITS.

ACTIVATE *ESCAPE* POD.

ACTIVATE THE *WATCH.* LEAVE VERNA *STRANDED* HERE!

ASHLEY, WHAT IF *OTHER* INHERITORS *FOLLOW?* NO--

--WE HAVE TO DESTROY THE CRYSTAL.

ONCE SHE REGAINS HER FULL STRENGTH--

--VERNA COULD KILL US ALL IN A *HEARTBEAT.*

WE'VE GOT TO SET A *TRAP*--

WHICH NEEDS *BAIT.*

C'MON, WAKE UP, YOU SPIDER-FEEBS. OUR PLAY IS OBVIOUS.

HAVEN'T *ANY* OF YOU EVER PLAYED *POKÉMON*?!

JAMESON SAID HE FOUND THE CRYSTAL IN THE SUBWAY, RIGHT? WHY THERE? VERNA COULDA STASHED IT ANYWHERE.

THE RADIATION LEVELS ARE LOWER DOWN THERE, THAT'S PART OF IT, BUT WHAT'S THE SUBWAY GOT THAT VERNA NEEDS?

POWER. THOSE EMERGENCY MODULES JAMESON WAS SCAVENGING. THE SOLUS CRYSTAL DOESN'T NEED POWER. WHAT DOES?

A BEACON.

THE RADIATION ON EARTH-3145 WILL KILL VERNA FASTER THAN US. EVEN WITH PROTECTIVE GEAR, SHE CAN'T AFFORD THE TIME TO HUNT AROUND FOR THE THING. I'LL BET SHE PLANNED TO STASH IT SOMEPLACE CLOSE TO WHEREVER HER PORTAL OPENS.

JAMESON THOUGHT THE CRYSTAL WAS EMITTING AN ENERGY SIGNATURE. IT'S NOT. HE WAS PROBABLY PICKING UP SOME-THING ELSE DOWN THERE.

AND SINCE JOHN PROGRAMMED HIS DRONES TO TRACK THAT SIGNATURE, ALL WE GOTTA DO IS FOLLOW THEM AND WAIT FOR MADAME FANG.

AND WHO BETTER TO DO THAT THAN ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER JUDAS GOAT. I MEAN, THAT IS WHY YOU BROUGHT ME ALONG, KAINE--

--BAIT.

"Golden Razz Berry"

EARTH-3145

THIS IS WHAT JAMESON WAS LISTENING TO--A CRUDE PULSE EMITTER.

ON MY EARTH WE USED THEM TO AVOID SECURITY PATROLS IN HULKLAND.

GIVE ME THE SPIDER-WATCH.

I'LL WAIT FOR VERNA, VAPORIZE HER AND THE SOLUS CRYSTAL ON SIGHT.

YOU MEAN--

--YOU'LL COMMIT SUICIDE *AND* STRAND US HERE. GOOD PLAN.

IN THE SHUTTLE--AMONG MY THINGS--MY WATCH--

--IT STILL WORKS.

WHAT?!

USE IT--GET HOME.

YOU SAID *NONE* OF OUR WATCHES WORKED.

HE LIED.

BUT *NOW* WE'RE SUPPOSED TO BELIEVE HIM.

YES. THANKS TO JAMESON'S TELEPATHIC GLIMPSE--

--WE'VE ALL BONDED NOW. MAYBE I DON'T HAVE PETER PARKER'S SOUL, JESSICA--

--BUT I *DO* HAVE HIS CONSCIENCE.

OUR TRAP IS SET. VERNA IS ON HER WAY. YOUR SON NEEDS YOU MORE THAN I DO.

SUIT UP. GO HOME.

ALL RIGHT. *FINE.*

BUT THE *WATCH* COMES *WITH* ME.

JESSICA--

YOU WANT TO BE A *MARTYR*, KAINE, BE MY GUEST--

GGNNAARRRLLL!!!

PUMA!

DAMMIT. SO MUCH *STINK* DOWN HERE, DIDN'T *SMELL* HIM--

JESSICA!!!

HANG ON. WE'RE--

SCREWED.

VERNA'S *HOUNDS!*

MUST HAVE *PARKED* THEM DOWN HERE TO AVOID THE *RADIATION* TOPSIDE!

RRRRRMMMMMMMM!

CANNON FODDER, ASHLEY.

THE REAL SHOW WILL COME BEHIND THEM.

GET YOUR RADIATION SUITS ON-- NOW!!!

FFRRZZZAAAKK

I'M... *IMMUNE*...TO MOST RADIATION, KAINE...

EVENTUALLY...

GGNNAARRRLLL!

C'MON... C'MON, DAMN YOU--

FFZZT

I GUESS I'M SUPPOSED TO KNOW YOU GUYS. SO LEMME ASK--

--WILL *ALL* MY VILLAINS LOOK THIS *STOOPIT*?!

WWHUNNNKKKK

VERNA'S HOUNDS ARE *MIND-CONTROLLED*, CHARLIE.

THEY'RE *AUTOMATONS*-- THEIR *MINDS* WIPED--

GGRRWWWLL!

DOESN'T MAKE THEM ANY LESS DANGEROUS--

SSKKREEEEEECHH!!

RRRRRRIPPPP

MY SUIT... CRAP...

RRRRRMMMMMMMM!

FFZZTTT!

GET...

GET OFF ME...

I HAVE...A SON...

...AND...I *SWEAR*...

...I'M GOING *HOME* TO HIM...

GERRY...

FFZZTTT--!

--DESTROYED BY YOUR VENOM BLASTS.

I'VE GOT THIS. ALL OF YOU--

KERRRAAAKKK

GO HOME TO HIM, JESSICA.

IT WAS WRONG TO BRING YOU HERE IN THE FIRST PLACE.

I'M NOT LEAVING YOU HERE--

MAKES NO DIFFERENCE. THE WATCH--

FZZT FZZT

"--SUIT UP AND GO."

THAT... JERK.

LYING TO US...HE HAD HIS WAY HOME ALL WORKED OUT!

KAINE IS A USED CAR SALESMAN, ASHLEY.

HE PREYS ON YOUR VULNERABILITIES TO MANIPULATE YOU.

SO...THAT MEANS IT'S ALL RIGHT TO JUST LEAVE HIM?

HE WAS PLANNING TO LEAVE US, CHARLIE. I'M GOING HOME TO MY KID.

AND TELL HIM WHAT?

"MOMMY LEFT MR. CLONE GUY TO GET EATEN"?

THERE IS NO WATCH.

CHARLIE!

WHAT ARE WE?

YOU SAID IT YOURSELF-- THE GUY'S A LIAR.

WHICH LEAVES THE QUESTION--

"Already in Progress"

THESE IDIOTS--

--COLLAPSED THE TUNNEL BENEATH THE EAST *RIVER*, UNLEASHING A MASSIVE *SURGE*--

--OF *RADIOACTIVE WATER.**

*WHICH IS WHERE WE CAME IN BACK IN ISSUE #1! --NICK

YOUR RADIATION SUITS ARE DAMAGED. OUR FIFTEEN MINUTES ARE UP.

KAINE, YOUR SPIDER-WATCH--

--IT WORKS. I'LL GET--

YOUR RADIATION SUIT IS SHREDDED. YOU'LL BE DEAD BEFORE YOU CAN REACH IT.

I'LL GRAB IT.

HEAD FOR THE BUNKER IN SIMS TOWER.

WHERE IS IT...WHERE IS IT...

STUPID GIRL...

...DYING FOR *NOTHING.*

THOUGH *MY* LIFE FORCE EBBS AWAY...

...I AM STILL MORE THAN A MATCH FOR YOUR ALLEGED "*SUPER*" STRENGTH.

YOU, CHILD, ARE A FAILURE.

ALL SPIDERS ARE FAILURES... AND *MEAT* FOR US.

KLIKKK

MY FAITHFUL HOUNDS OVERHEARD THE SCARLET SPIDER'S INSTRUCTIONS.

VERY HELPFUL.

NOo!!

THUNKK

THE CORROSIVE WATER DESTROYED YOUR PROTECTIVE GEAR. YOU'RE RADIOACTIVE NOW...DYING.

IF YOU RETURN TO EARTH-616, YOU'LL INFECT YOUR ENTIRE CLAN.

NO. YOU DIE HERE.

KAAPPP

HEH... AFTER WHICH YOU WILL TAKE THE WATCH...

...SAVE YOUR FELLOW VERMIN HUDDLED IN SIMS TOWER. WELL THEN...

BLIP

BLADP

...TAKE IT NOW.

FIRE SUPPRESSION BULKHEAD RELEASED.

UGHNNN!

I CANNOT FEED OFF OF YOUR LIFE FORCE...

...TAINTED AS IT IS BY THE RADIATION THAT EMPOWERS YOU.

YET AND STILL--

"...YOUR LIFE... SHALL RESTORE OURS."

NO-- BLAST IT!!!

THUNNNK

THE SOLUS CRYSTAL?

NO...

GOT TO...GOT TO DESTROY--

OR THE REST HAVE DIED IN VAIN...

WHUFF!

Spider-Woman.
JESSICA DREW OF EARTH-616.

AM I...

AM I HOME...?*

WAIT, I HAVE THE DAMNED SOLUS CRYSTAL?!

IT CERTAINLY SEEMS YOU DO!

*SEE SPIDER-FORCE FOR THE EVENTS LEADING UP TO THIS MOMENT! --THE SPIDEY-OFFICE-FORCE

OUR DEAR SISTER *VERNA* HAS SENT US A *GIFT.*

THE CRYSTAL CONTAINING THE ESSENCE OF FATHER SOLUS...

...DELIVERED IN AN *EDIBLE* PACKAGE.

AT LAST. THE *INHERITORS* WILL BE A *FAMILY* AGAIN!

OVER MY DEAD BODY!

FZZA SH

YES, PRECISELY.

DAEMOS, SHARE YOUR FOOD WITH BRIX AND BORA.

HA! NOT LIKELY!

ARRHH! THIS ONE'S LIFE ESSENCE IS INFUSED WITH *RADIATION!*

THAT'S RIGHT. I GOT MY POWERS FROM A RADIATION BLAST...

OH, WAIT-- RADIATION'S POISON TO YOUR KIND, ISN'T IT? EAT UP, BIG FELLA. I HOPE YOU *CHOKE* ON ME.

RADIATION THAT DOESN'T *POISON* YOU, YOU SAY? HMM.

PLACE HER IN STASIS. I'LL STUDY HER LATER... IF I CAN TRANSFER HER IMMUNITY TO US, OUR GREATEST WEAKNESS WILL BE ELIMINATED.

BUT I HAVE MORE URGENT CONCERNS AT THE MOMENT.

MAKING OUR FAMILY *WHOLE.*

SHHKK

AAARRRHHH--

HA HA HAAAA!

I LIVE. I LIVE!

YOU'VE DONE WELL, MY CHILDREN. AND YOUR REWARD SHALL BE GREAT INDEED. A *FEAST* LIKE NEVER BEFORE.

A NEW HOME-WORLD. *THIS* WORLD.

AND SUCH MAGNIFICENT *VENGEANCE* THAT WILL PUT *ALL PAST SLAUGHTERS TO SHAME!*

Central Park, Earth-13.

LOOKS LIKE A *WAR* HAPPENED HERE.

Spider-Man.
PETER PARKER OF EARTH-1048.

...AND SOLUS SINGLE-HANDEDLY *KILLED* THE MOST POWERFUL SPIDER-MAN I'VE EVER SEEN. HE HAD THE COSMIC *ENIGMA FORCE*...THE POWERS OF *CAPTAIN UNIVERSE*.

Spider-Man.
MILES MORALES OF EARTH-616.

ONE *DID*. THIS IS WHERE THE SPIDER-ARMY FOUGHT THE INHERITORS...

AND SOLUS DRANK HIS LIFE ENERGY LIKE IT WAS A SMOOTHIE.

THE LOCALS LEFT THE PARK JUST AS IT WAS AND PUT UP THIS STATUE...A MEMORIAL.

Spider-Man.
NORMAN OSBORN OF EARTH-44145

I'M OF THE BELIEF THAT DWELLING ON DEFEATS IS COUNTERPRODUCTIVE. WHY ARE WE *HERE*, OTTO?

EVEN IF THE ENIGMA FORCE HAS FOUND A NEW HOST, ITS POWER WOULD ONLY WORK IN *THIS* UNIVERSE.

BECAUSE, OSBORN, I HAVE GAINED A NEW APPRECIATION FOR ANALYZING PAST MISTAKES, TO AVOID REPEATING THEM.

THIS PLACE IS STILL INFUSED WITH THIS DIMENSION'S ENIGMA FORCE. I HOPE WE CAN ANALYZE IT...USE IT TO LOCATE *OUR* WORLD'S CAPTAIN UNIVERSE.

The Superior Spider-Man.
OTTO OCTAVIUS OF EARTH-616.

A FOOL'S ERRAND...HE COULD BE GALAXIES AWAY. WE SHOULD BE RECRUITING ALL THE SPIDERS WE CAN... *CANNON FODDER,* IF YOU WILL.

SORRY, CAN I JUST SAY-- WHO INVITED A *NORMAN OSBORN?*

SILENCE, BOTH OF YOU. WE REQUIRE ALL THE HELP WE CAN MUSTER, BUT NONE OF YOU ARE INDISPENSABLE, AND MY PATIENCE HAS LIMITS!

Spider-Man.
PETER PARKER OF EARTH-18119.

SORRY TO INTRUDE, BUT...ARE YOU...*MJ?*

YEAH. AND YES, MY HUSBAND IS WHO YOU THINK *HE* IS...A VERSION OF YOU.

AND SINCE THOSE GUYS ARE BEING JERKS, I'LL TELL YOU WHAT I TELL ALL THE PETES WHO APPROACH US. I DON'T KNOW HOW IT WORKED OUT FOR US. IT JUST DID.

OH, AND IF YOUR MJ'S ANYTHING LIKE MINE... DON'T LET HER GET AWAY.

Spinneret.
MARY JANE WATSON-PARKER OF EARTH-18119.

AND *YOU...* I HEARD ONE OF THE OTHERS CALL YOU "MILES."

I KNOW A MILES TOO. HE'S A LOT LIKE YOU, BUT YOU'RE SO... *ADVANCED,* I GUESS. I MEAN, YOU'RE LEADING A WHOLE TEAM.

YEAH... AND NOT DOING A VERY GOOD JOB. COMING TO THIS WORLD WAS MY IDEA, BUT IT'S LOOKING LIKE A DEAD END.

ARE YOU KIDDING? YOU'VE KEPT YOUR PEOPLE ALIVE AGAINST AN OVERWHELMING ENEMY...AND YOU NEVER GIVE UP. THAT'S A LEADER IN MY BOOK.

THANKS... THAT MEANS A LOT. YOUR MILES IS LUCKY TO HAVE A FRIEND LIKE YOU. WHEN THIS IS OVER, TELL HIM I SAID HI.

I MIGHT DO MORE THAN THAT. PRETTY SNAPPY *OUTFIT* YOU'VE GOT THERE...

GUYS, WE NEED YOU BACK AT BASE. WE'VE GOT BAD NEWS.

Spider-Punk.
HOBIE BROWN OF EARTH-138.

Aboard Leopardon.
THE GIANT ROBOT BELONGING TO SPIDER-MAN OF EARTH-51778.

THE SPIDER-BOT WE LEFT AT NEW U DETECTED A POWER SURGE. IT INVESTIGATED... AND SENT US *THIS*.

THE SIGNAL DIED A MOMENT LATER, BUT IT'S CLEAR...SOLUS IS BACK.

THEN *KAINE* HAS FAILED. AND HIS TEAM IS LIKELY DEAD.

THIS IS UNTENABLE. THEY'RE GAINING SOLDIERS AS WE LOSE THEM. WE NEED TO BRING IN AS MANY BODIES AS WE CAN AS FAST AS WE CAN, THEN ATTACK WITH PRECISION.

I UNDERSTAND THAT LAST TIME KAINE KILLED SOLUS WITH SUFFICIENT SHARP BODILY TRAUMA. WE SHOULD TRY TO REPLICATE THAT.

KAINE WAS *THE OTHER* THEN. SOME KIND OF SPECIAL TOTEM THING. BUT HE'S NOT ANYMORE. I GUESS IT COMES WITH AN EXPIRATION DATE.

"CAPTAIN UNIVERSE." "THE OTHER." FOR PITY'S SAKE, WILL YOU ALL STOP PINNING YOUR HOPES ON SOME *DEUS EX MACHINA* AND *THINK?*

OR JUST LEAVE IT TO SOMEONE WHO CAN, LIKE *ME?*

THAT...IS... *ENOUGH!*

THE AGED PARKER WAS RIGHT. YOU ARE A CANCER IN THIS BODY. YOU ARE NOT WANTED HERE.

DUDE! I'M NOT *THAT* OLD!

YOU THINK THEY ACCEPT *YOU* AS LEADER? YOU DELUDED, ARROGANT CLOWN.

ACTUALLY-- AND I CAN'T BELIEVE I'M SAYING THIS--I'M WITH DOC OCK.

WHAT HE SAID. I'VE NEVER MET A NORMAN OSBORN I DIDN'T THINK WOULD STAB ME IN THE BACK AT A MOMENT'S NOTICE.

FINE. DO YOUR COMMUNITY THEATER IMPRESSION OF THE 300 SPARTANS.

I'LL GO BACK TO MY WORLD AND WORK ON A *REAL* SOLUTION. COME, SPIDERS-MAN. YOU'RE THE ONLY ONE WITH ANY SENSE IN THIS GROUP.

THE *WEB-WATCH*, OSBORN. I'LL NOT HAVE YOU GALLIVANTING ACROSS DIMENSIONS CAUSING TROUBLE.

WOULDN'T DREAM OF IT. HAVE FUN STORMING THE CASTLE... IDIOTS.

THIS IS YOUR HOME-WORLD?

NO.

NO, IT'S SOMEWHERE MUCH MORE *INTERESTING*...

LOOK, NONE OF US ARE GONNA SHED TEARS OVER LOSING NORMAN OSBORN...BUT HE WAS RIGHT ABOUT ONE THING. WE NEED A PLAN, AND WE NEED IT NOW.

THE FOOL HAD A POINT. SOLUS *CAN* BE KILLED... AND LEOPARDON'S *SWORD VIGOR* CAN PROVIDE ALL THE STABBING POWER WE REQUIRE.

BUT SOLUS *BEAT* LEOPARDON LAST TIME.

AH, BUT THIS WILL BE DIFFERENT! NOW I *LEAD* WITH SWORD VIGOR!

AND I APPROVE THAT MESSAGE. ALL I'M SAYING IS, IT'S NOT GOING TO BE EASY.

WE RUSHED INTO NEW U UNDERMANNED, AND WE FAILED. YOU'RE *RIGHT*, DOC. WE NEED MORE TROOPS. LET'S BRING IN ALL THE SPIDERS WE CAN.

NOW YOU SEE THE WISDOM OF MY PLANS...NOW THAT IT'S *TOO LATE!*

SOLUS IS BACK. OVERWHELMING NUMBERS MEAN NOTHING. WE MUST FIND THE INHERITORS' WEAKNESSES... AND *EXPLOIT* THEM!

THAT'S WHAT MY TEAM'S DOING. THEY'RE CHASING DOWN SPIDER-CULT INTEL, GETTING US WEAPONS, AND FINDING OUT WHO *THE OTHER* IS NOW--

BAH! SUPERSTITIOUS MUMBO JUMBO! I SPEAK OF *SCIENCE!* ANALYSIS AND PLANNING!

YOU ALWAYS WANT TO AVOID THE FIGHT! I THINK YOU'RE *AFRAID!* BECAUSE YOU KNOW THIS WHOLE THING IS *YOUR FAULT!*

HOW DARE YOU?! YOU INSOLENT, IMPERTINENT--

WAIT.

I'M... SORRY.

EH? WHAT TRICKERY IS THIS?

NO TRICKS. YOU'RE *RIGHT*. WE'LL DO WHAT YOU SAY. GET THE GENIUSES TOGETHER FOR A PLANNING SESSION.

BUT LET'S *ALSO* LET THE OTHERS--THE ONES YOU DON'T NEED--BRING IN NEW SPIDERS.

IT'S CALLED A *COMPROMISE*. IF WE'RE GONNA *SURVIVE* THIS...WE BOTH HAVE TO STEP OUT OF OUR COMFORT ZONES A LITTLE.

YOU...SHOW MATURITY BEYOND YOUR YEARS, YOUNG MAN.

VERY WELL. WE SHALL CAST THE DIE... TOGETHER.

AND THEN WE'LL TALK ABOUT RETIRING YOUR CATCHPHRASE.

WHAT IS THIS PLACE?

I SAW IT THROUGH THE *COSMIC CUBE* I ONCE OWNED. IT'S CALLED--

--*LOOMWORLD.*

ONCE THE HOME OF THE INHERITORS. THEN OF A GROUP OF ***WEB-WARRIORS*** PROTECTING THE MULTIVERSE.

NOW...KARN, THE ***MASTER WEAVER,*** IS DEAD, AND THE WEB IS UNGUARDED.

KARN--HE'S THE INHERITOR WHO FLIPPED TO THE GOOD GUYS, RIGHT? TURNED AGAINST HIS FAMILY?

MAN, THAT'S SAD. REALLY TRAGIC.

TASTES LIKE *BACON.*

EAT YOUR FILL. KARN HOLDS NO INTEREST FOR ME.

THE ***WEB,*** ON THE OTHER HAND...

I HEAR YOU. WE DON'T NEED THEIR STINKIN' WEB-WATCHES.

WITH THE WEB OF LIFE AND DESTINY, WE CAN GO *ANYWHERE*. THAT'S WHY YOU'RE CUTTING OFF A PIECE FOR YOURSELF, RIGHT?

YES. MY LOST COSMIC CUBE LET ME *SEE* OTHER WORLDS... *THIS* WILL ALSO LET ME *GO* TO THEM.

BUT YOU MISS THE LARGER POINT.

CHK-

BZZZZ

AHH. THAT'S WHAT I'M LOOKING FOR.

YOU SEE, SPIDERS-MAN, THE WEB *POWERS* THE OTHERS' WEB-WATCHES. IT'S THE MEANS BY WHICH THEY TRAVEL BETWEEN DIMENSIONS.

DO YOU REMEMBER WHAT I SAID ABOUT SEALING OFF EARTH-616? TRAPPING THE INHERITORS THERE?

YEAH, BUT HOW DO WE KNOW IT'D BE PERMANENT? ALL THOSE WEB-WATCHES OUT THERE...AND I BET THEY'RE NOT THE ONLY WAY TO ACCESS THE WEB OF LIFE.

YOU MAKE AN UNCHARACTERISTICALLY LUCID POINT. AS LONG AS THE *WEB OF LIFE AND DESTINY* EXISTS, INTERDIMENSIONAL TRAVEL IS POSSIBLE.

BUT WHAT IF THE WEB DID *NOT* EXIST?

Aboard Leopardon.

SO ON THIS WORLD, THE SPIDER-TOTEM IS A GIANT RED *T. REX*. WHAT'S NOT TO LOVE?

HOW ABOUT THIS GUY? HE'S A COP... A GRIZZLED VETERAN OF THE FORCE.

SPIDER-COP...ACTUALLY *EXISTS?*

I CAN'T EXPRESS HOW HAPPY THIS MAKES ME.

HEY, DOC! CHECK OUT THESE RECRUITS. NOT AN OSBORN IN THE BUNCH.

THAT WILL NOT BE NECESSARY. I AM...REASONABLY COMFORTABLE WITH YOUR JUDGMENT.

AT ANY RATE, OUR WORK HERE IS WHAT *TRULY* MATTERS. MR. PRABHAKAR, REPORT.

BEFORE THE SPIDER-BOT WAS DESTROYED, IT CONVEYED THAT JENNIX CONTINUES TO TRY TO RE-CREATE HIS CLONING TUBES.

YEAH... WE BRICKED ALL MY *NEW U* EQUIPMENT, BUT HE'S CANNIBALIZING IT FOR PARTS AND ADDING HIS STEAMPUNK TECH.

BUT HE HAS NOT MASTERED THE TECHNOLOGY AND CANNOT AS YET RESURRECT HIS FAMILY. THE SOLUS BODY WAS HIS ONLY SUCCESS.

ATTENTION! WE ATTACK IN SIX HOURS! *ASSEMBLE OUR NEW RECRUITS IMMEDIATELY!*

I WILL GO RIGHT AWAY--

OWW! AN ENERGY SURGE?

WHAT'S HAPPENING TO OUR WEB-WATCHES?

FZZAAT

FZZAAT

Loomworld. Moments earlier.

WELL, THAT SHOULD DO IT. ARE YOU GOING BACK TO YOUR EARTH?

WHY LIMIT MYSELF?

I THINK I'LL VISIT THEM *ALL*.

YOU GET A SPIDERS-MAN! AND YOU GET A SPIDERS-MAN! EVERYONE GETS A SPIDERS-MAN...

THAT WAY, IF YOU SEE ANY WORLDS YOU LIKE, WE CAN KEEP OUR SPIDER-MAN TEAM-UP GOING. SEE YOU SOON, NORMIE!

"NORMAN OSBORN, SAVIOR OF INFINITE EARTHS." I LIKE THE SOUND OF THAT.

WELL... "INFINITE"...

CLICK

...MINUS *ONE*.

BRAKKA

BOOOM

Aboard Leopardon.

WE'VE GOT A PROBLEM HERE.

I CAN'T GET ANY VIEWS OF OTHER EARTHS!

THE WEB-WATCHES ARE ALL OVERLOADED--DESTROYED--AS IF BY SOME MASSIVE FEEDBACK!

I CAN'T GET ANY READINGS AT ALL FROM THE WEB OF LIFE AND DESTINY. IT'S AS IF...

...AS IF IT'S NO LONGER THERE.

IS SUCH A THING POSSIBLE? WHAT OF KARN? IS HE NOT MEANT TO BE THE WEB'S PROTECTOR?

YEAH. IF THIS IS HAPPENING...

...JUST THINKING ABOUT IT MAKES MY BRISTLES STAND ON END.

HOLD ON--WE LEFT OUR DAUGHTER IN OUR HOME DIMENSION! ARE YOU SAYING WE *CAN'T GET BACK TO HER?*

I--I DON'T KNOW. WE'RE GOING TO TRY--

I KNOW WHAT'S HAPPENED.

SOMEONE HAS WALLED OFF THIS EARTH.

TRAPPED US HERE WITH THE INHERITORS.

WHAT? *WHY?* WHY WOULD YOU EVEN THINK THAT?

BECAUSE IT *MAKES SENSE,* FROM THE PERSPECTIVE OF COLD LOGIC.

A PSYCHOPATH WOULD SEE IT AS A SMALL SACRIFICE, RELATIVELY SPEAKING, TO SAVE MANY MORE. AND NOW WE'RE LOST.

IT WAS *OSBORN.* WE NEVER SHOULD HAVE LET HIM JOIN US.

WE CAN'T BE *LOST.* IF I LEARNED ANYTHING FROM PETER IT'S THAT THERE'S ALWAYS A SOLUTION.

WE CAN *DO* THIS! PAVITR, OCTAVIA...

...WE'VE GOT SOME OF THE MOST BRILLIANT MINDS IN *ANY* UNIVERSE ON OUR SIDE. WE JUST NEED TO STEP UP.

CHALLENGE OURSELVES TO DO THINGS WE THOUGHT WE COULDN'T DO...BUT NOW WE *HAVE* TO. AND WE'VE GOT *YOU,* OTTO.

THE SUPERIOR--

WAIT...

OTTO?

I STILL THINK WE SHOULD'VE TOLD THE OTHERS WHAT WE'RE DOING.

AFTER IT'S DONE. THOSE ALTRUISTIC FOOLS WOULD'VE INSISTED ON ACCOMPANYING US...

...AND THAT WOULD DOOM OUR MISSION, WHICH RELIES UPON STEALTH.

The Transamerica Pyramid.

CURRENT HOME OF THE INHERITORS. FORMER HOME OF NEW U TECHNOLOGIES.

LOOKS LIKE JENNIX COBBLED TOGETHER MORE CLONING VATS FROM MY OLD EQUIPMENT, BUT HE STILL CAN'T MAKE THEM WORK.

IT'S THE *ACCELERATED AGING* THAT'S TRICKY. TAKES YEARS OF PRACTICE.

GOOD. THEN IF WE KILL THE INHERITORS NOW, THERE IS TRULY NO COMING BACK FOR THEM.

ARE YOU *CERTAIN* YOU CAN DO WHAT IS REQUIRED?

I WARN YOU, REILLY, IF YOU PLAN THE SORT OF BETRAYAL YOU WOULD HAVE COMMITTED AS *THE JACKAL*--

LOOK, DOC. I KNOW I WAS A LITTLE...*OFF* THE LAST TIME WE HUNG OUT.

GETTING BRUTALLY KILLED 27 TIMES WILL DO THAT TO A GUY.

BUT I'VE BEEN TRYING TO TURN THINGS AROUND. AND I THINK I'VE DONE OKAY.

THIS IS MY CHANCE TO MAKE IT RIGHT.

DON'T WORRY ABOUT ME. I'LL DO MY PART.

EXCELLENT.

THEN SO WILL I.

WHROKK

I HAVE FULFILLED MY PART OF THE BARGAIN. SHOW YOURSELVES...

...INHERITORS.

I MUST ADMIT, WE WERE... *INTRIGUED* TO RECEIVE YOUR OFFER.

BUT IT'S A GOOD ONE. I CONFESS I'VE FOUND THE CLONING TECHNOLOGY HERE QUITE ALIEN TO ME.

ONCE I ABSORB THE LIFE FORCE OF MR. REILLY HERE-- THE MAN WHO *DESIGNED* IT-- I WILL ALSO ACQUIRE HIS KNOWLEDGE.

I CARE NOTHING FOR YOU, *JENNIX.* ONLY THAT YOUR FATHER SOLUS REMEMBERS *HIS* PART OF OUR BARGAIN: YOU WILL SPARE THIS WORLD.

I WILL FIND YOU ANOTHER TO RAVAGE AND LAY CLAIM TO. FOR ONE OF MY GENIUS, THERE ARE OTHER WAYS TO TRAVERSE DIMENSIONS.

I AGREE TO YOUR TERMS. WE WILL SHOW THIS WORLD MERCY.

THOUGH WE MAKE NO PROMISES REGARDING ANYONE *IN* IT, SHOULD THEY DISPLEASE US.

VERY WELL. THEN IF YOU'LL EXCUSE ME... I PREFER NOT TO BE PRESENT FOR...WHAT FOLLOWS.

YES, BE GONE, FALSE SPIDER.

WE PREFER TO EAT AS A *FAMILY.*

Aboard Leopardon.

NOTHING. ALL KNOWN MEANS OF TRAVEL TO OTHER DIMENSIONS ARE DOWN. PERHAPS WITH TIME...

THAT'S WHERE I AM WITH THE INHERITORS' GENETIC CODES. THEY COULD GIVE US SOMETHING USEFUL...BUT NOT RIGHT AWAY.

GUYS, WAIT. OUR TRIP TO EARTH-13 MAY NOT HAVE BEEN A SNIPE HUNT AFTER ALL.

WE MAPPED THEIR *ENIGMA FORCE'S* ENERGY SIGNATURE. I WAS ABLE TO USE IT... TO SEND A MESSAGE.

AND I THINK I JUST HEARD BACK.

YOU FOUND *CAPTAIN UNIVERSE?*

NOT QUITE.

WHO DARES SUMMON THE ENIGMA FORCE?

I THINK IT'S MAD...

SPIDER-GWEN: GHOST-SPIDER #3
"BETTER SORRY THAN SAFE"

THIS IS WEIRD.

THE MULTIVERSE IS *ALWAYS* WEIRD, BUT THIS?

DAILY BUGLE

THIS IS *DOUBLE* WEIRD.

IN *MY* WORLD, GLORY AND BETTY ARE *MY AGE.*

WE'RE IN A *BAND* TOGETHER.

IN *THIS* WORLD...

YOU REALLY EXPECT US TO BELIEVE THAT THAT'S *GWEN STACY?*

SHE'S A *BABY.*

BETTY BRANT. INVESTIGATIVE REPORTER.

GLORY GRANT. SAME, BUT TALLER.

I TOLD YOU, GWEN'S BEEN RECEIVING PRIVATE MEDICAL TREATMENT.

I'M NOT *THAT* YOUNG.

ANNOYINGLY GOOD SKIN IS A SIDE EFFECT.

SIGN ME UP FOR WHATEVER SHE'S HAD.

GWEN STACY (ME): NOT FROM *AROUND* HERE.

YOU KNOW, MISS STACY--IF YOU *ARE* MISS STACY--WE'VE BEEN LOOKING FOR YOU FOR A WHILE NOW.

UM?

WHAT DO YOU KNOW ABOUT THE GREEN GOBLIN?

I HAVE TOLD YOU OVER AND OVER AGAIN--THE GREEN GOBLIN IS HOW GWEN GOT *HURT.*

BUT THIS IS THE FIRST TIME YOU'VE BEEN WILLING TO LET US ACTUALLY *SEE* GWEN. SURELY YOU UNDERSTAND--

THAT YOU'VE BEEN TRYING TO SLANDER HER GOOD NAME? YEAH, I PICKED UP ON THAT.

IT ISN'T LIKE THAT, MJ.

IT'S *EXACTLY* LIKE THAT.

MARY JANE WATSON. SORT OF TERRIFYING NO MATTER WHAT REALITY YOU'RE IN.

I WANT TO FIND THE GOBLIN AS MUCH AS YOU DO.

I BROUGHT GWEN HERE TO SEE IF YOU CAN JOG HER MEMORY. MAYBE SHE CAN HELP.

WELL, THEN. I GUESS WE SHOULD GET STARTED.

YEARS. THEY'VE BEEN FOLLOWING HER FOR *YEARS*.

SHE DISAPPEARED WHEN *SPIDER-MAN* DIED.

WHEN THE GOBLIN WENT *BAD*.

THEY'VE BEEN SEARCHING FOR YEARS. I DON'T HAVE THAT KIND OF TIME.

WITH THE INHERITORS BACK, MY FRIENDS ARE IN DANGER. THE WEB-WARRIORS. MILES. BILLY. EVERYONE IS--

CAN'T THINK ABOUT THAT. I HAVE TO FOCUS.

WE'RE LOOKING FOR ANOTHER ME. I HAVE TO SEE SOMETHING THEY DON'T.

EVERYONE'S COUNTING ON ME. EVERYONE'S--

...WAIT.

I *KNOW* THIS PLACE.

WHAT'S THIS?

A WAREHOUSE.

I *KNOW* THAT. WHY IS THERE A PICTURE OF IT?

THE GOBLIN'S BEEN SEEN IN THE VICINITY A FEW TIMES.

WE'VE NEVER HAD ENOUGH PROOF TO GET THE OWNER TO LET US LOOK INSIDE.

WHAT ABOUT--

I KNOW YOU'RE NOT GOING TO SUGGEST BREAKING AND ENTERING. THAT WOULD BE *WRONG.*

AND DIFFICULT.

DIFFICULT AND *WRONG.* AND ALSO THE WHOLE BLOCK IS FENCED-OFF. ASBESTOS.

RIGHT. ASBESTOS.

I HOPE THAT'S ONLY IN THIS REALITY.

I DON'T WANT TO FIND A NEW REHEARSAL SPACE BECAUSE OF *ASBESTOS.*

WHY DO YOU ASK?

IT JUST SEEMED OUT OF PLACE.

IS ANYONE ELSE HUNGRY? I'M HUNGRY.

SMOOTH, STACY. REAL SMOOTH.

NEXT TIME, WHY NOT TRY *"I'M HIDING SOMETHING"?*

I SAW A HOT DOG STAND OUTSIDE. I WANT A HOT DOG.

WHAT ARE YOU TALKING ABO--

BACK IN A LITTLE BIT, BYE!

SLAM

WE'RE FOLLOWING THEM, RIGHT?

UH, *ABSOLUTELY.*

YOU KNOW THEY'RE GOING TO **FOLLOW** US, RIGHT?

I KNOW.

THIS HALLWAY IS SORT OF A **DEAD END.**

I **KNOW.**

YOU WANT TO TELL ME WHAT'S GOING ON?

I KNOW THAT PLACE. IT'S...IT'S IMPORTANT TO ME. IN MY WORLD.

THINGS TEND TO REPEAT. IT'S GOT TO BE IMPORTANT TO HER TOO.

IF THEY HAVEN'T BEEN INSIDE, THAT'S WHERE SHE IS.

WHAT DO YOU WANT ME TO DO?

TRUST ME.

WHAT?

JUST FOR A LITTLE WHILE. PLEASE.

OKAY.

REMEMBER, YOU SAID YOU'D TRUST ME.

OH GOD.

YOU REALLY ARE...I MEAN, YOU'RE ACTUALLY...

SPIDER-WOMAN. YEAH.

LET'S GO GET YOUR GWEN.

WHAT ARE YOU GOING TO--

ONE ADVANTAGE OF A WORLD WITHOUT A SPIDER:

NO ONE LOOKS *UP.*

AHHHHHHHH--

I MEAN, THE SCREAMING'S NOT GREAT. BUT WHATEVER.

THEY MUST HAVE GONE THIS WAY.

MJ'S CAR IS STILL OUTSIDE.

TIME TO GO ON LOCATION?

OH *YES.*

THEN WE BETTER *MOVE.*

I WONDER HOW MANY MORE WORLDS DON'T HAVE SPIDERS NOW.

THIS IS TAKING TOO MUCH *TIME.*

--HHHHHHHHH--

STOP SCREAMING OR I SWEAR I WILL **DROP** YOU.

--HHHHHHHH!

THANK YOU.

TA-DA!

AND WITH ONLY MINOR HEARING LOSS!

UH, YOU'RE WELCOME?

BLLEEERGH

...I PROBABLY SHOULD HAVE SEEN THAT COMING.

GOOD THING WE WEREN'T TRYING FOR STEALTH.

THINK WE BEAT THEM HERE?

I CAN'T SEE HOW WE WOULDN'T HAVE. AFTER ALL--

"--IT'S NOT LIKE THEY CAN *FLY.*"

OKAY, THE COAST LOOKS CLEAR. I'LL GO DOWN AND--

WE'LL GO DOWN.

UM. WHAT?

YOU BROUGHT ME BECAUSE I CAN TALK TO HER. I'M NOT STAYING OUTSIDE.

FINE. BUT IT'S ON YOU.

OKAY. I'M STRONGER THAN THE AVERAGE DRUMMER, SO I SHOULD BE ABLE TO--

--OR THIS WORLD'S ME NEVER LEARNED TO LOCK HER DOORS.

COOL. NOT GOING TO ARGUE. LET'S GO.

COME ON. COAST'S CLEAR.

YOU CAN LET GO NOW.

"WE'RE HERE."

OH.

OH NO.

YEAH.

THIS ISN'T GREAT.

SPIDER-MAN DEAD

POOR GWENNIE...

SHE MUST BE SO SCARED.

I THINK SHE'S MORE "SCARY" THAN "SCARED."

YOU DON'T UNDERSTAND.

YOU DON'T KNOW HER.

YOU'RE RIGHT. I--

OH, NO. NOT NOW.

--DON'T. LOOK OUT!

AHHH!

SORRY ABOUT THIS!

BOOM

WE MUST HAVE TRIPPED AN ALARM. I BROUGHT MJ INTO AN *AMBUSH.*

BOOM

OW. OW. OW.

I *HATE* THIS PART OF SUPER-HEROING.

THE PART WHERE PEOPLE *THROW THINGS* AT ME.

TRICK OR *TRESPASSERS!*

STAY HERE.

YOU DON'T WANT TO BE A *PART* OF THIS.

DON'T HURT HER!

TELL *HER* THAT!

BOOM

STAY *DOWN.*

I *CAN'T HURT* HER. I *NEED* HER.

SHE'S HOW I GET OUT OF HERE. HOW I GET TO THE *REAL* FIGHT.*

TOO BAD SHE'S NOT WORRIED ABOUT HURTING *ME.*

*SEE **SPIDER-GEDDON!**
--SPIDER-DEVIN

HOW ABOUT WE JUST, Y'KNOW, STOP THROWING THINGS?

THIEF! TRESPASSER!

CAN WE TALK ABOUT THIS WHOLE "ALLITERATION" THING YOU'VE GOT GOING?

THERE ARE *SO FEW* GWEN STACYS IN THE MULTIVERSE.

MOST OF US DIE TOO YOUNG.

FEELS WEIRD TO BE *FIGHTING* ONE.

THIS ISN'T *SESAME STEET.*

YOU CAN USE WORDS THAT START WITH OTHER LETTERS.

BOOM

HOW ABOUT "S"?

LET'S START WITH "SURRENDER."

LIAR!

OKAY, THAT'S A NEW LETTER.

ACK!

LIAR LIAR LIAR!

THIS ISN'T *WORKING.*

I DON'T WANT TO *HURT* HER.

I NEED HER TO *LISTEN.*

NOT TO MENTION, I'M NOT SURE HOW MUCH MORE THIS OLD PLACE CAN *TAKE.*

YOU'RE NOT *HARRY!* YOU'RE NOT *SPIDER-MAN!*

YOU'RE A *LIAR!*

BOOM

HARRY OSBORN...

...WAS *SPIDER-MAN?!*

SHE'S STUCK. SHE DOESN'T KNOW WHAT TO DO, EXCEPT ATTACK.

I NEED SOMETHING SHE CAN'T JUST IGNORE.

HEY! GWEN STACY!

YEAH! I'M TALKING TO YOU!

CUT IT OUT, OKAY?

AHHHHHHH!

LIAR! THIEF! LIAR LIAR LIAR!

BOOM

YOU DON'T REMEMBER IT RIGHT NOW, BUT YOU'RE BETTER THAN THIS!

YOU'VE ALWAYS BEEN BETTER THAN THIS!

I *KNOW* YOU ARE!

CAN'T HURT HER.

CAN'T STOP HER FROM HURTING ME.

I NEED A BETTER PLAN. I NEED--

OW--!

VERMIN! THIEF! *LIAR!*

AHHAHAHAHAHA!

THIS IS BAD.

THIS IS REALLY, REALLY BAD.

I KNOW WHAT TO DO WITH SPIDERS, OH YES.

WE SMASH THEM.

NO.

THAT ISN'T WHAT WE DO.

WE'RE GWEN STACY.

WE DON'T GIVE UP.

OOF!

WE NEVER GIVE UP!

YOU ARE SO MUCH BETTER THAN THIS.

YOU'RE SO MUCH STRONGER THAN THIS.

NO GWEN STACY ANYWHERE, IN ANY REALITY, GIVES UP!

UUUUGH!

SO FIGHT ALREADY!

YOU OWE ME TEN DOLLARS.

WE NEED TO GET IN THERE.

YOU KNOW IT'S PROBABLY--

--LOCKED.

NEVER MIND.

COME ON!

GWENNIE...?

LOOK OUT!

AHHH!

SHE'S COMING BACK AROUND!

LET GO!

SHE WON'T HURT ME!

SHE'S HURT A LOT OF OTHER PEOPLE!

THAT WASN'T HER!

THAT WASN'T HER.

THE REAL GWENDOLYN MAXINE STACY WOULD NEVER HURT ME.

NOT EVER.

AND I KNOW...I KNOW SHE'S STILL IN THERE.

BECAUSE EVERY TIME THE GOBLIN THREW A PUMPKIN BOMB...

...MJ? IS THAT...ARE YOU...?

...SHE MISSED.

I'M HERE.

GWEN, I'M HERE.

I NEED...

I NEED...

I NEED HELP, MJ.

PLEASE HELP ME.

YOU FOLLOWED US.

REPORTERS, REMEMBER?

YOU CAN'T REPORT ANY OF THIS.

WE KNOW.

SOME THINGS MATTER MORE THAN THE STORY.

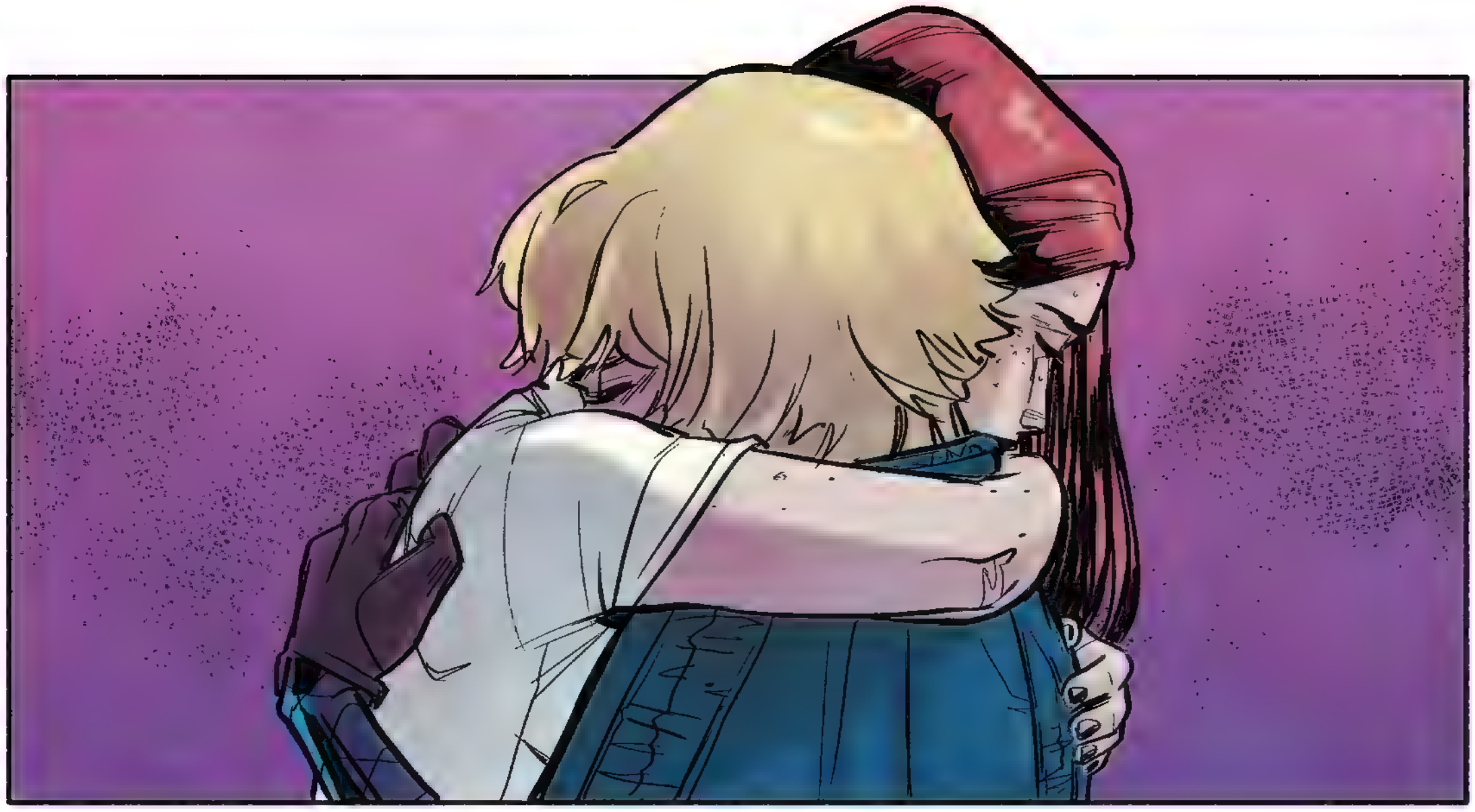
SPIDER-MAN AND THE GREEN GOBLIN DID A LOT OF GOOD BEFORE SHE DID A LOT OF EVIL.

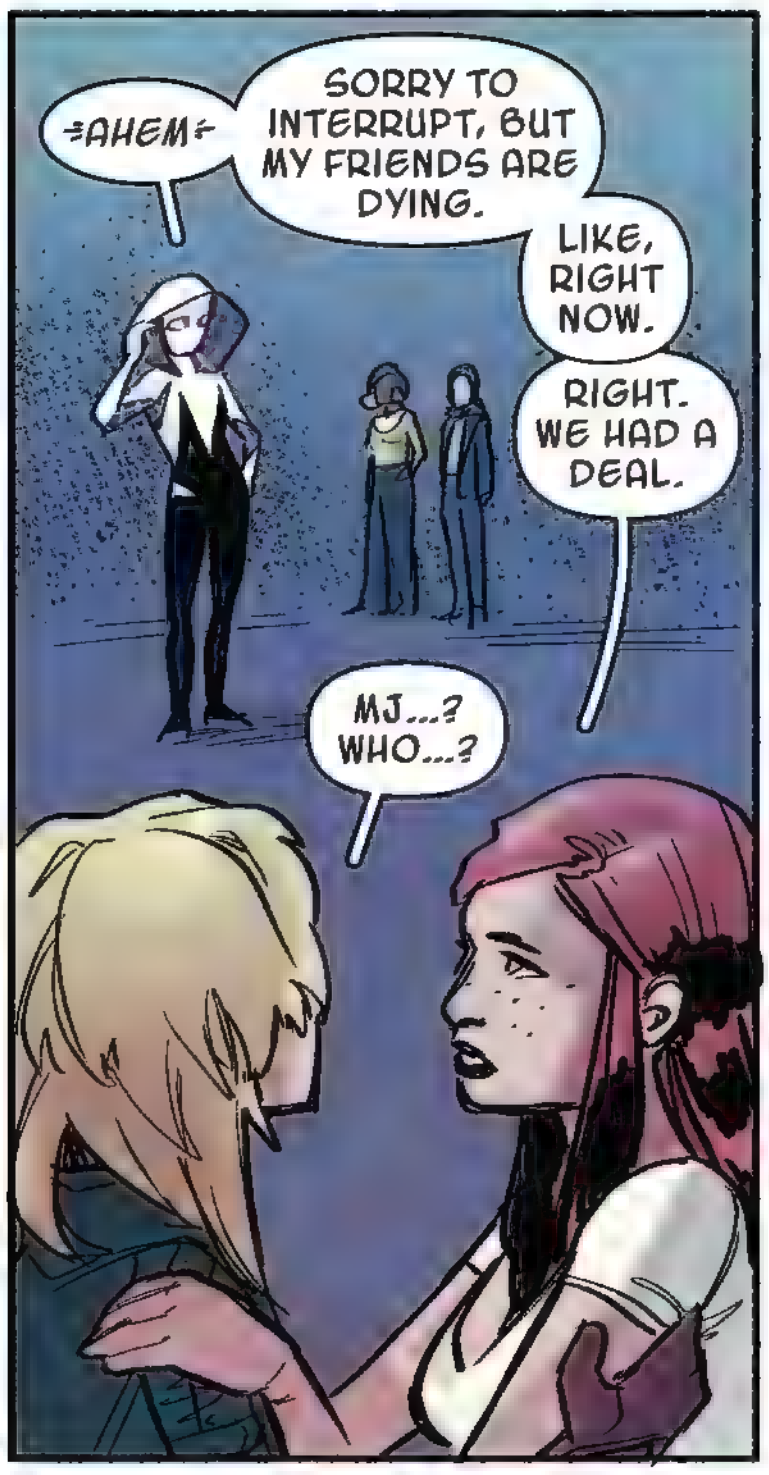
WE'LL KEEP HER SECRET. AS LONG AS SHE STOPS.

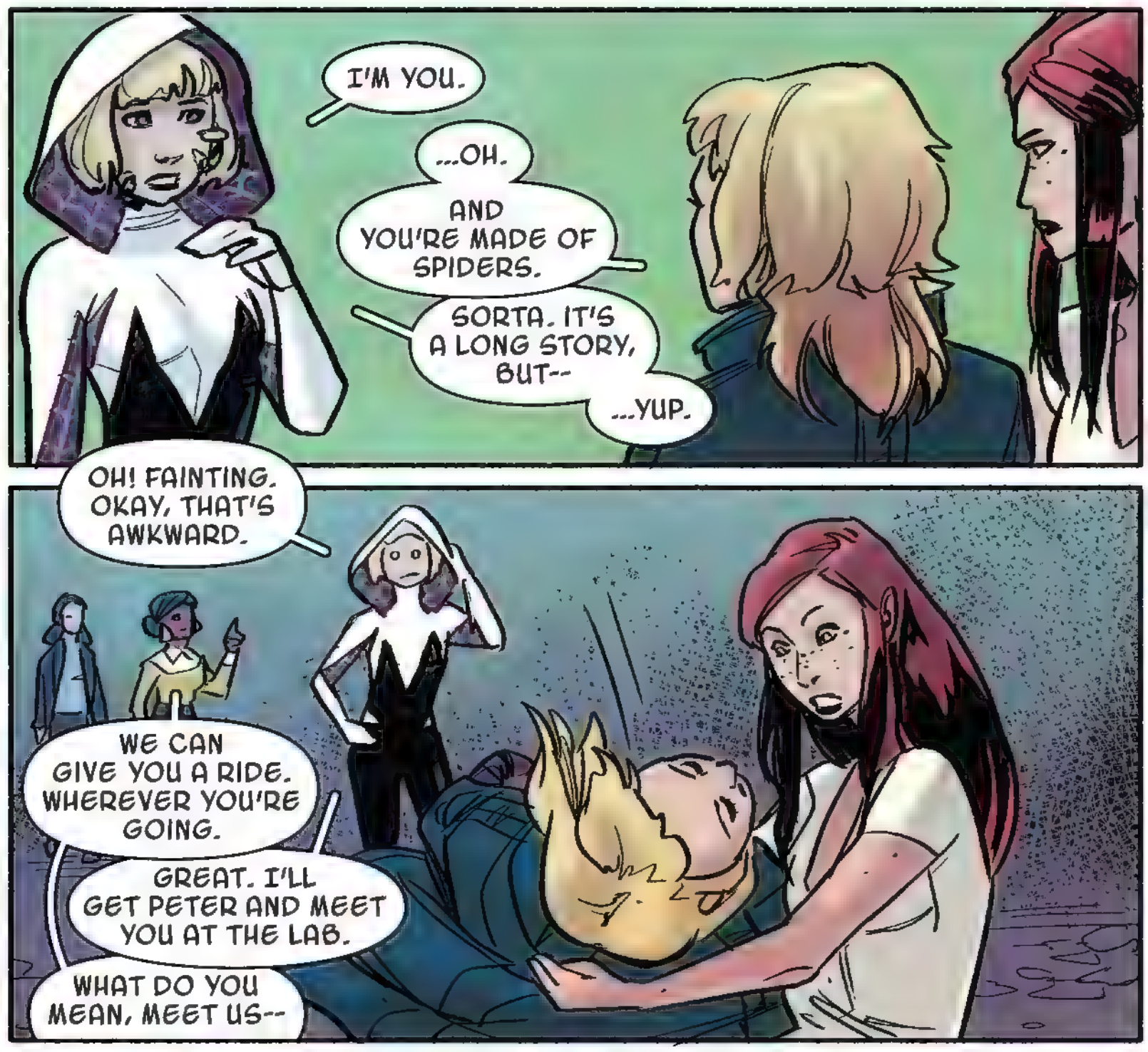
I THINK SHE WILL.

OH, GWEN.

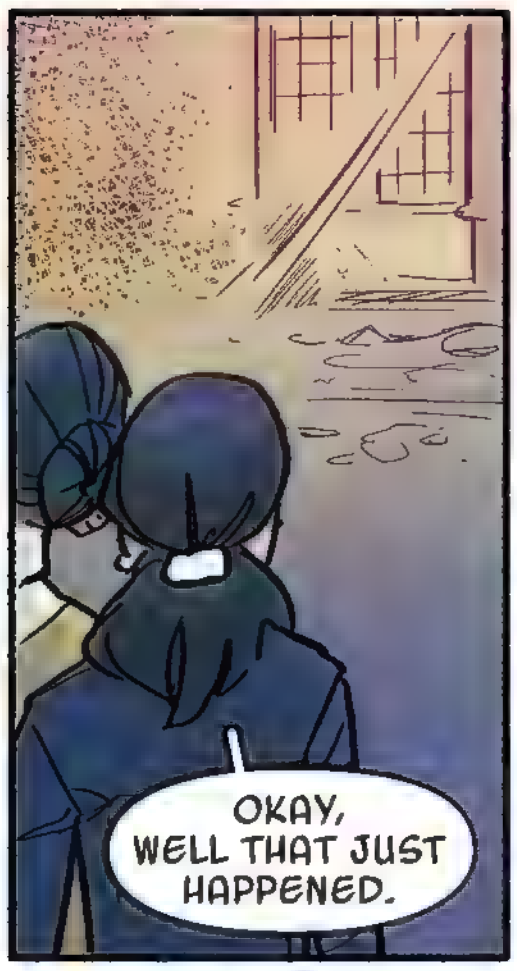
OF COURSE WE'RE GOING TO HELP YOU. THAT'S WHY WE'RE HERE.




=AHEM=
SORRY TO INTERRUPT, BUT MY FRIENDS ARE DYING.
LIKE, RIGHT NOW.
RIGHT. WE HAD A DEAL.
MJ...? WHO...?


I'M YOU.
...OH.
AND YOU'RE MADE OF SPIDERS.
SORTA. IT'S A LONG STORY, BUT--
...YUP.
OH! FAINTING. OKAY, THAT'S AWKWARD.
WE CAN GIVE YOU A RIDE. WHEREVER YOU'RE GOING.
GREAT. I'LL GET PETER AND MEET YOU AT THE LAB.
WHAT DO YOU MEAN, MEET US--

THWP
--AT THE LAB?


OKAY, WELL THAT JUST HAPPENED.

HOME. GOING HOME.
I'M NOT TOO LATE. I'M NOT.

I WASN'T TOO LATE FOR *HER*.

I WON'T BE TOO LATE FOR *THEM*.

OSCORP

WHY IS THIS TAKING SO LONG?

OKAY, SO IT TURNS OUT DEACTIVATING BIO-ELECTRIC CONTROL CIRCUITRY TAKES TIME.

SCIENCE TAKES TIME.

I DON'T *HAVE* TIME.

MY *FRIENDS* DON'T HAVE TIME.

WE UNDERSTAND. WE'RE WORKING AS FAST AS WE CAN.

PETER, LET ME UP. I NEED TO CHECK THE BIO-ELECTRICS.

WE JUST GOT YOU BACK.

YOU SHOULDN'T BE PUSHING YOURSELF.

UH-HUH. TELL ME AGAIN, WHEN HAS THAT EVER WORKED?

SAYS THE WOMAN WHO WAS JUST A SUPER VILLAIN.

I GOT BETTER.

SPIDER-GWEN? COME OVER HERE.

I NEED A BETTER CODE-NAME.

YOU DO. I DIDN'T CALL MYSELF "THE GWEN GOBLIN."

HEH.

YOU SHOULD HAVE.

IT'S READY.

GIVE ME YOUR HAND.

OW!

SORRY.

YOU DON'T **SOUND** SORRY!

OH, BECAUSE I'M NOT.

AND **BAM!**

ONE **TICKET TO THE MULTIVERSE,** KEYED TO YOUR **DNA.**

IT'S BASED ON A COMBINATION OF MY RESEARCH INTO BIOKINETICS AND HARRY'S INTO HIS OWN ABILITIES.

HE'D BE THRILLED TO KNOW THE MULTIVERSE IS REAL.

HE'D BE THRILLED TO KNOW **YOU'RE** REAL.

HOW DO I...?

YOUR BODY EMITS A UNIQUE BACKGROUND RADIATION THAT'S NOT FROM AROUND HERE.

I *THINK* THAT SIGNATURE WILL POINT YOU TOWARD HOME, AND YOUR *SPIDER-SENSE* CAN FOLLOW IT.

SO JUST CLICK MY HEELS THREE TIMES...?

OR THINK ABOUT IT REALLY HARD.

FWOOP

HAVE FUN SAVING THE WORLDS.

I'M COMING. WAIT FOR ME.

I'M COMING AS FAST AS I CAN.

PWOOM

THINK WE'RE EVER GOING TO SEE HER AGAIN?

I HOPE NOT.

I'M PRETTY SURE SHE WANTS TO KILL ME.

HEH.

JUST HOLD ON. I'M ALMOST THERE.

Spider-Geddon #4 variant by
Javier Garrón & David Curiel

Spider-Geddon #4 variant by
Joe Chiodo

Spider-Geddon #5 variant by
Vanesa R. Del Rey

Spider-Geddon #5 variant by
R.B. Silva & Andres Mossa

PETER PARKER: THE SPECTACULAR SPIDER-MAN #313

THREE TIMES

THREE TIMES.

FRANKLY, IT'S TWO TIMES TOO MANY.

I SHOULD HAVE CONSUMED THIS SPIDER THE VERY FIRST TIME I ENCOUNTERED HIM.

ENOUGH

...IS ENOUGH

CENTRAL PARK ZOO

SEAL OF APPROVAL

I CAN FIND YOU ANYWHERE, SPIDER. I KNOW YOU'RE CLOSE.

THERE IS NO ESCAPE FROM ME. THERE WILL *NEVER* BE AN ESCAPE FROM ME.

FINALLY, ALL THAT TRAINING HAS PAID OFF

FTT

THOSE HOURS WATCHING MY ROOMMATE PLAY *CALL OF DUTY: LATERVIA* WERE *NOT* A WASTE OF TIME

UHNNN!

CENTRAL PARK ZOO

WHAT IS THIS?

A SEDATIVE?

YOU SIMPLETON! I AM AN *INHERITOR!*

I AM FROM A CLAN OF HUNTERS OLDER THAN TIME, BUILT TO HUNT AND KILL YOU!

DO YOU REALLY THINK A SEDATIVE WILL SLOW ME DOWN?!

UHNNN!

HEH

I COULD DO THIS ALL DAY.

FREEZE!

NO

LET'S MAKE THIS EASY, BIG GUY. IT ALREADY LOOKS LIKE SPIDER-MAN HAS DONE A REAL NUMBER ON YOU.

NYPD

NOT GOOD. NOT GOOD. NOT GOOD. NOT GOOD. NOT GOOD. NOT GOOD. NOT GOOD.

WHY DON'T WE JUST CALL IT DAY, ALL RIGHT?

NEVER!

BLAM

KRNCH

AGHHH!!!

CENTRAL PARK ZOO

FMP

SPIDER-MAN?! ARE YOU ALL RIGHT?

STAY BACK! I GOT THIS!

UHNNN!

WHOA!

TAKE THIS GUY DOWN NOW.

BRAKA BRAKA BRAKA BRAKA BRAKA

WHAT THE HECK ARE THE COPS DOING HERE?

BRAKA BRAKA BRAKA

PETE!
JONAH?!
I GOT HELP!
TWHIP
THIS DOES *NOT* HELP.
THIS MAKES THINGS HARDER.
WHY?
THIS CONVERSATION AIN'T HELPING, EITHER.
WHAT WOULD?
I NEED HIM TO FOCUS ON ME. GET THE COPS OUT OF HERE.
FIND MORE TRANQUILIZERS TOO. WHEN I'M READY WE'LL NEED TO POUR IT ON.
A SLACK WEB-LINE. NOT A GOOD OMEN.

KRAK

FTT

IF ANYONE GETS A CLEAR SHOT--

WAIT! I TALKED TO SPIDER-MAN.

WE'RE JUST IN THE WAY. WE GOT TO MOVE.

HE SAID THERE ARE MORE TRANQUILIZERS. THOSE WILL HELP. I THINK THE BULLETS JUST MAKE THAT THING MAD.

I DON'T LIKE LEAVING HIM HERE.

IT'S THE BEST WAY. WE CAN PUT THE FINISH ON HIM WHEN SPIDER-MAN'S READY.

TAYLOR, YOU AND YOUR TEAM KEEP A PERIMETER. KEEP OUT OF SIGHT, BUT IF THAT THING GOES ROGUE OR KILLS SPIDER-MAN, RE-ENGAGE IMMEDIATELY.

THE REST OF US, LET'S GO.

I HOPE YOU KNOW WHAT YOU'RE DOING, KID.

FINALLY. JUST YOU AND ME AGAIN, SPIDER.

WHAT IS IT WITH THIS *ME* OBSESSION?

IT WAS FLATTERING ONCE. NOW IT'S JUST CREEPY.

YOU ARE THE ONLY SPIDER I HAVE FAILED TO KILL.

I AM AN INHERITOR. WE DO NOT FAIL TO KILL OUR *PREY*.

YOU ARE AN INSULT TO OUR LEGACY AND WAY OF LIFE.

YOU WILL SUCCUMB TO THE NATURAL--

--ORDER--

ARGGH!

SERIOUSLY, MORLUN. YOU REALLY ARE AN ENTITLED SACK OF GARBAGE.

DAMN YOU!!!

OW

NOW, WHERE AM I?

MORE IMPORTANTLY, THOUGH, WHERE'S MORLUN?

OW

GRRRR...

"GRRRR"?

MORLUN ISN'T A GRRR-ER

AH.

NOW I'VE GOT MY BEARINGS.

ROOOAAARR!!!

HI. BEAR, I DON'T WANT TO HURT YOU.

BUT I WILL IF I HAVE TO.

DO THEY NOT LOCK THESE CAGES AT NIGHT? SEEMS DANGEROUS.

HMM... ACTUALLY...

SPIDER!!!

?

THIS ENDS NOW.

I KNOW I PROBABLY SAY THIS A LOT

BUT IT'S AT MOMENTS LIKE THIS WHERE IT IS TRULY HARD TO ARGUE WITH ONE VERY SIMPLE AND UNDENIABLE FACT

MY LIFE MAKES NO SENSE

SORRY, BEAR!

SPLSH

SO, TIRED YET?

I DON'T TIRE.

I FEED.

YOU CAN DO BOTH.

IT'S CALLED THANKSGIVING.

THAT EYE LOOKS TERRIBLE, BY THE WAY. LET ME COVER THAT UP FOR YOU.

THWIP

AND I THINK YOU NEED TO LIE DOWN.

TAKE A NAP, MORLUN, WHILE I CHECK OUT SOME OF THE OTHER ANIMALS. I THINK I'VE SEEN ENOUGH OF THE GRIZZLY.

HE'S SLOWED DOWN. THE TRANQUILIZERS ARE WORKING

THEY'D BETTER. I QUADRUPLED EACH DOSE

NNF...

BUT IT'S STILL NOT ENOUGH

TIME TO PUT HIM TO SLEEP FOR GOOD

I JUST GOTTA FIND JONAH

WHAT IS HAPPENING?!

WHY CAN'T I KILL THIS SPIDER?!

I AM THINKING TOO MUCH ABOUT THIS

IT IS DISTRACTING ME

THE SPIDER HAS ME OVER-THINKING LIKE *HIM*

I AM A HUNTER

I HUNT. IT IS THAT SIMPLE

AND HE CANNOT ESCAPE ME

Penguins & Seabirds

ALL I NEED TO DO IS DO WHAT I WAS MADE TO DO

HONK

HONK

HONK

HONK

HONK

HONK

AND HE IS MINE

SPIDER!

HEY, MORLUN, LET ME GET OUT OF YOUR WAY.

NO... NO...

SLAM

FIRE AT WILL, GENTLEMEN!

NURRRGGH!!!

MORLUN.

MORLUN.

MORLUN.

WHAT IS THIS, *FOUR* TIMES NOW? FOUR TIMES I'VE BEATEN YOU?

HOW *DOES* THIS KEEP HAPPENING?

IT SHOULDN'T BE. YOU'RE STRONGER AND FASTER THAN ME BY A MILE.

I KNOW THAT.

BUT WHAT'S MORE IMPORTANT, IS THAT YOU KNOW THAT, TOO.

SO BECAUSE YOU KNOW THAT, YOU NEVER PLAN ANYTHING.

YOU JUST SHOW UP AND ASSUME YOU'RE GOING TO WIN BECAUSE OF WHO YOU ARE AND, WHAT, SOME *BIRTHRIGHT?*

AND THEN, WHEN IT DOESN'T GO HOW YOU THOUGHT IT WAS GONNA GO, YOU HAVE YOUR LITTLE FIT AND THINK THE WORLD IS CONSPIRING AGAINST YOU OR SOME NONSENSE.

YOU DON'T THINK THINGS THROUGH, BECAUSE YOU DON'T THINK YOU *HAVE* TO.

YOU THINK YOU ARE ALL THAT AND A BAG OF CHIPS.

BUT IN ACTUALITY, MORLUN...

YA BASIC.

THANKS, GUYS.

WELL, NOW THAT YOU'RE DONE WITH YOUR SPEECH...

...NOW WHAT? WE'LL NEED TO GET HIM OUT OF HERE. THE ZOO OPENS IN A FEW HOURS, AND I DON'T THINK HE'D BE A POPULAR EXHIBIT.

CALL THE AVENGERS. STARK WILL KNOW WHAT TO DO WITH HIM. THEY MUST HAVE SOMEWHERE IN THAT GIANT SPACE ROBOT HEADQUARTERS OF THEIRS THAT CAN HOLD HIM.

FOR NOW.

GOT IT. THANKS, SPIDER-MAN.

THAT'S A GOOD LOOK, BY THE WAY.

AND THANK YOU, JONAH. FOR EVERYTHING.

HEY, NO PROBLEM. WHAT DID YOU EVER DO BEFORE WITHOUT MY HELP?

SPEAKING OF HELP, COULD I GET A LIFT HOME? I AM ABSOLUTELY EXHAUSTED.

YOU'RE NOT GETTING IN MY CAR LIKE THAT.

I'LL PAY FOR A CAB.

HEAVENLY RECTANGLE.

BOX OF SPRINGS UNDERNEATH A MATTRESS OF DREAMS.

I FALL INTO YOUR EMBRACE.

AND YOU WELCOME ME WITHOUT QUESTION.

I FEEL YOUR WARMTH BEFORE WE EVEN TOUCH.

AND INSTANTLY, MY PAIN, MY AGONY, MY WOE ALL WASH AWAY.

BED AND I ARE ONE.

AND THERE IS NOTHING IN THIS WORLD THAT COULD TEAR US ASUNDER.

PETER!

SON OF A BUCKET.

WE NEED YOUR HELP.

THE INHERITORS ARE BACK AND WE--

TELL ME EVERYTHING ON THE WAY. LET'S GO.

THANKS, PETE.

OH NO, YOU WEREN'T ASLEEP, WERE YOU?

ME? NO, OF COURSE NOT.

NOT WHEN THERE'S WORK TO DO.

THE ENIGMA FORCE IS NOT A TOOL TO BE MANIPULATED BY MORTALS.

THE ENIGMA FORCE COMES TO THOSE IT DEEMS WORTHY. WHAT TEMERITY, WHAT ARROGANCE, MAKES YOU THINK YOU ARE WORTHY?

HAVE YOU NOT ALL MADE MISTAKES? UNFORGIVABLE ONES?

I... IT'S RIGHT. UNCLE BHIM... I'M SO SORRY...

SO MANY I SHOULD HAVE SAVED AND DIDN'T...

IF ONLY I'D...

NO, Y'KNOW WHAT? MAYBE WE'RE NOT WORTHY. NONE OF US.

BUT *WHO IS?* WHAT DOES THAT EVEN *MEAN?*

WE'RE TRYING TO SAVE THE DAMN MULTIVERSE! FROM A BUNCH OF MONSTERS THAT *KILLED* A VERSION OF *YOU* IN ANOTHER UNIVERSE!

IF THAT'S NOT GOOD ENOUGH FOR YOU, *GO AWAY!* LET US DO WHAT WE CAN TO DEAL WITH THE ACTUAL PROBLEM WHILE YOU WAIT FOR SOME PERFECT IDEAL THAT'S NEVER COMING!

AH, MILES...

...PERHAPS YOU SHOULD NOT HAVE ANTAGONIZED THE COSMIC *FORCE.*

The Transamerica Pyramid.

BE GONE, FALSE SPIDER.

I CAN'T BELIEVE YOU DID THIS, OTTO...

SILENCE, THEY'LL *HEAR* YOU.

YOU FOLLOWED US HERE?! YOU HAVE NO IDEA--

YOU'RE QUESTIONING *ME*?!

YOU GAVE *SCARLET SPIDER* TO THE INHERITORS!

YOU *BETRAYED US ALL!*

YOU YOUNG FOOL-- UFF!

WHAT? I SHOULD *TRUST* YOU? BOW TO YOUR EXPERIENCE AND WISDOM WHILE YOU THROW US ALL UNDER THE *BUS?*

YOU WERE STARTING TO SOUND LIKE MY WORLD'S OTTO. SO I ASKED MILES ABOUT YOU.

HE TOLD ME *EVERYTHING.*

WHAMM

WHAT YOU DID TO THIS WORLD'S PETE...STEALING HIS BODY...HIS LIFE! YOU'RE WORSE THAN MY OTTO EVER *DREAMED* OF BEING!

EEAAGGHHH!

OH NO... *BEN...*

NNHHH...

AH, GOOD. IT'S SO MUCH MORE SATISFYING WHEN THE SPIDER-TOTEM IS *AWARE* IT'S BEING CONSUMED.

STOP TRYING TO MAKE US JEALOUS, JENNIX, AND EAT HIM ALREADY.

AS YOU WISH, BROTHER DAEMOS.

AH, YES. NOW I UNDERSTAND YOUR MACHINERY. SO SIMPLE... AND THERE'S SO MUCH MORE.

MY, SUCH A LIFE YOU'VE HAD. SO FLAVORFUL...

AGHH...

THAT'S "LIVES," PAL. I'VE HAD A FEW.

STARTED OUT AS A CLONE OF PETER PARKER. MEMORIES THAT WEREN'T MY OWN. A PUPPET ON A STRING.

EVENTUALLY I MADE A LIFE FOR MYSELF. NOT PERFECT, BUT IT WAS *MINE*.

AND WHEN IT *ENDED*-- SAVING MY "BROTHER," PETER--I THOUGHT IT WAS ENOUGH.

MY CREATOR, MILES WARREN, *THE JACKAL*, HAD OTHER IDEAS.

HE BROUGHT ME BACK... THEN KILLED ME AGAIN. *TWENTY-SEVEN* DEATHS IN ALL, EACH MORE HORRIBLE THAN THE LAST.

I EMERGED DAMAGED. AND DAMAGED PEOPLE DAMAGE OTHERS.

SO PATHOLOGICALLY AFRAID OF DEATH, I DECIDED TO CONQUER IT--BECOME THE JACKAL MYSELF. BUT ALL I DID WAS *HURT* THE PEOPLE I TRIED TO *HELP*...

...AND AFTER ALL THAT, HERE I AM, DYING AGAIN. BUT THIS TIME IT'S *MY* CHOICE.

AND THIS TWENTY-EIGHTH DEATH... *THIS* IS A GOOD ONE.

BECAUSE I'M NOT THE ONLY ONE WITH A PATHOLOGICAL FEAR OF DEATH...

NO... NO...

EEAAGGHH!

BROTHER? WHAT'S WRONG?

I'M DYING! AGAIN AND AGAIN I'M DYING!

HNH. FOOD POISONING.

YOU... PLANNED THIS? THE TWO OF YOU?

OF COURSE. REILLY UNDERSTOOD THAT ONLY WITHOUT JENNIX'S CLONING TUBES DO WE HAVE A CHANCE TO DEFEAT THEM. SO WE HAD TO DESTROY HIS MANIACAL MIND.

BUT BEN'S *DEAD!!!* THERE... *STILL* HAD TO BE A BETTER WAY.

BRIX AND I HAVE FOUND THE CULPRITS!

THEY'LL FIX OUR BROTHER...OR *DIE SCREAMING!*

GO. I WILL HOLD THEM OFF.

YOU'D--

SNAP

I AM SORRY I AM NOT THE MAN YOU THOUGHT I WAS, PETER.

BUT PERHAPS I CAN BE SOMETHING CLOSE.

I DON'T KNOW WHAT YOU ARE. AND Y'KNOW WHAT? I DON'T CARE.

I CAN'T CONTROL WHAT YOU DO. ONLY WHAT *I* DO. AND WHAT I DO...

...IS FIGHT *MONSTERS* LIKE THESE.

WHAT YOU'LL DO IS WHAT ALL SPIDERS DO.

DIE.

WHAAAM

HOW CUTE! THEY'RE ACTUALLY TRYING TO FIGHT BACK.

GOOD. MOVE ASIDE, BORA.

ALL THOSE MONTHS STARVING, SUFFERING IN THAT RADIOACTIVE HELLHOLE...

...I HAVE MUCH TO REPAY THEM FOR.

BKRAMM

YOU STAND ASIDE, SON. I HAVE YET TO FEED SINCE I RETURNED.

I CLAIM THIS KILL...

RRRAAAGGHH!

URAAAGGH

LOOKS LIKE THE UNIVERSE WANTS YOU TO GO HUNGRY.

MORE SPECIFICALLY... *CAPTAIN UNIVERSE.*

THEY'RE ON THE ROPES. VERNA MISSING, JENNIX CRAZY.

TIME TO PUT THE BOOT IN!

YES!

THIS--*THIS* IS A FEAST FIT FOR LORD SOLUS! I KILLED ONE LIKE YOU BEFORE.

IT WAS THE FINEST MEAL I'VE EVER HAD!

I WAS THERE.

HE LET YOU GET YOUR HANDS ON HIM.

SHRAKT

I WON'T MAKE THE SAME MISTAKE!

AMUSING... YOU THINK... YOU HAVE... A CHOICE.

KKRRZZZZ

AH! THE BATTLEFIELD, AT LAST.

CAPTAIN UNIVERSE'S POWERS ARE IMPRESSIVE INDEED TO OUTRACE MARVELLER'S ROCKET ENGINES.

Marveller. THE TRANSFORMING SPACESHIP PILOTED BY TAKUYA YAMASHIRO, SPIDER-MAN OF EARTH-51778.

BUT NOW IT IS TIME. MARVELLER! *CHANGE LEOPARDON--*

SMASSHH

I TOLD YOU I'D FEAST UPON YOU, MEAT.

YOUR COLOSSAL ROBOT'S SWORD IS ACTUALLY A THREAT TO MY KIND. SO I WILL SEE YOU ***NEVER*** GET THE OPPORTUNITY TO USE IT!

YOU THINK LEOPARDON IS THE ONE TO FEAR?

I AM AN EMISSARY OF HELL!

FACE ME, VILLAIN...AND LEARN WHAT THAT MEANS!

TAKUYA!

NO!!!

KRAASSHH

YES.

I BELIEVE I OWE *YOU* A RECKONING AS WELL, SP//dr...

WHERE ARE YOU GOING? THE FIGHT'S OVER HERE!

AND ONE MORE BODY WILL MAKE NO DIFFERENCE.

NOR WILL TWO. *OCTAVIA!* TO ME!

OTTO, TAMPERING WITH THE INHERITORS' CLONING TECHNOLOGY IS WHAT GOT US HERE.

I'M A COUNTERPART OF YOU, AND EVEN *I* DON'T THINK THIS IS A GOOD IDEA...WAIT.

SPIDER-WOMAN? I CAN'T BELIEVE YOU'RE ALIVE!

EVEN BETTER, VERNA'S NOT. SHE DIED ON THAT RADIOACTIVE WORLD.

WHAT ABOUT THE OTHERS?

THE BATTLE RAGES EVEN NOW. IN THAT DIRECTION.

WE ARE ON...ANOTHER MISSION.

COPY THAT. I'LL GO LEND A HAND.

WHAT EXACTLY *IS* THAT MISSION, OTTO?

IT IS TWOFOLD. ONE...

...TO ACKNOWLEDGE A WRONG.

AND PERHAPS... RIGHT IT.

YOU'RE *RESURRECTING* BEN? I APPLAUD THE SENTIMENT, BUT THERE'S NO TIME.

AND IF THE BATTLE ISN'T WON, IT WON'T MATTER.

EXACTLY. WHICH BRINGS US TO OUR SECOND OBJECTIVE.

FROM THE START, OUR FORCES HAVE BEEN DIVIDED...BY THE QUESTION OF WHAT TO *DO* WITH THE INHERITORS.

I ADVOCATED SLAYING THEM. LAST TIME, WE IMPRISONED THEM INSTEAD, AND NOW WE SUFFER FOR IT.

BUT TOO MANY SPIDERS DISAGREE... CAN'T OVERCOME THEIR NAIVE MORALS. AND OUR DISSENSION *WEAKENS* US.

WHILE THE INHERITORS FIGHT AS ONE. AND SO THEY ARE WINNING.

BUT *I* HAVE THE ANSWER.

OF COURSE.

WORK WITH ME, OCTAVIA...AND LET US SEE WHAT WONDERS WE CAN ACCOMPLISH!

JENNIX IS A MUCH MORE EFFECTIVE FIGHTER LIKE THIS.

YES, WE SHOULD HAVE DRIVEN HIM MAD *AGES* AGO.

THIS ISN'T WORKING! THEY'RE TOO STRONG!

I NEED HELP HERE! LEOPARDON'S DOWN!

EVEN WITH MILES, *WE DON'T HAVE THE POWER TO WIN THIS!*

MJ, YOU HAVE TO GET OUT OF HERE.

HUSH. IF THIS IS THE END, WE'RE FACING IT TOGETHER.

I'M GLAD ANNIE MAY ISN'T HERE...HOPEFULLY SHE'S SAFE.

I JUST WISH WE COULD HEAR HER VOICE ONE LAST TIME...

EEWWWW!

MOM! DAD! WE *TALKED* ABOUT BEING GROSS IN PUBLIC!

Spiderling. ANNIE MAY PARKER OF EARTH-18119.

LET THEM HAVE THEIR MOMENT, SPIDERLING. I WISH I COULD GIVE MY MOM THE CHANCE TO KISS MY DAD ONE MORE TIME.

Spider-Girl. ANYA CORAZON OF EARTH-616.

Spider-Woman. MAY PARKER OF EARTH-982.

LOOKS LIKE WE GOT HERE JUST IN TIME FOR THE BIG THROWDOWN.

SPIDERLING?

NO--IT'S TOO DANGEROUS FOR YOU HERE!

AH, THE DESSERT TRAY.

I'LL HAVE THE LOT.

I WONDERED WHERE YOU CHILDREN HAD GOTTEN TO.

WE MADE A STOP IN WHAT'S LEFT OF LOOMWORLD. THE *WEB OF LIFE* IS DESTROYED...BUT WE GOT PIECES OF IT.

AND A SURPRISE. TURNS OUT I'M THE *PATTERN-MAKER!**

* SEE *SPIDER-GIRLS* FOR DETAILS! --THE WEB OF NICK AND KATHLEEN

THE PATTERNMAKER? HOW DO YOU EVEN KNOW THAT TERM--

QUICKLY! KILL THEM BEFORE--

WHAT YOU INHERITORS COULD NEVER ACCEPT IS THAT THE WEB HAS ALWAYS HAD ITS WARRIORS...

YEAH...TOO LATE FOR THAT.

SPIDER-GIRL POWER-UP!

...AND IT ALWAYS WILL!

AGH!

AOOWW!

THEY... *HURT* US.

SO THEY'RE STRONGER. ALL THAT MEANS IS A MORE FILLING MEAL WHEN WE FINALLY WIN!

I KNOW YOU GUYS WORRY ABOUT ME. BUT WE'VE GOT THIS. YOU NEED TO TRUST ME TO HANDLE IT.

YOU SHOULD KNOW BETTER, ANNIE.

WE DO THINGS AS A *FAMILY.*

WE'VE GOT BRIX AND BORA! THE REST OF YOU FOCUS ON THE OTHERS!

THERE'S ONE *I'VE* OWED FOR A LONG TIME.

YOU FOUGHT VALIANTLY, LITTLE ONE. BUT NOW I WILL *CRACK OPEN* THAT SHELL AND FEAST ON WHAT'S INSIDE.

NEVER. SELF-DESTRUCT IN 3...2...

DAEMOS. YOU KILLED MY FATHER. TORE MY FAMILY APART.

NOW IT'S MY TURN.

ARRHH!

MMRRAAGGHH!

IT'S NOT ENOUGH.

IT'S STILL *NOT ENOUGH!*

DON'T GIVE UP, PAVITR. WE'VE GOT ***CAPTAIN UNIVERSE*** ON OUR SIDE...AND THE ENERGIES OF THE WEB OF LIFE.

I'LL FIGHT TO THE END. BUT I'M ONLY STATING FACTS. THEY'RE ***TOO STRONG.***

IF WE'D JUST HAD THE CHANCE TO RECRUIT MORE OF US...

THERE YOU ALL ARE. I WAS HAVING TROUBLE FINDING YOU UNTIL A MINUTE AGO...

...WHEN I FINALLY PICKED UP THE ENERGY SIGNATURE OF THE WEB OF LIFE.

ANYWAY, SORRY IT TOOK SO LONG. POINT IS...

Spider-Man.
PETER PARKER OF EARTH-616.

Spider-Gwen.

...I GOT YOUR SPIDER-ARMY RIGHT HERE!

HEY, FOLKS. SORRY I'M LATE. BIG FIGHT WITH MORLUN.

KICKED HIS BUTT, BY THE WAY. JUST SAYIN'.

ASHLEY! SPIDER-KID! THANK GOD.

GWEN...?

GWEN!!!

IT'S REALLY YOU? NOT ANOTHER EARTH'S VERSION? OR A *GHOST* OR SOMETHING?

OOF! IT'S ME.

ALTHOUGH I DO KINDA LIKE THE SOUND OF THAT..."*GHOST-SPIDER*"...

Ghost-Spider.
GWEN STACY OF EARTH-65.

MILES! *LOOK OUT!*

IF MY CHILDREN WERE SO CARELESS, I'D HAVE TORTURED THEM FOR DAYS.

YOUR MAUDLIN EMOTIONS MAKE YOU *WEAK*. EASY PREY.

WRONG. MY FRIENDS *INSPIRE* ME.

TO DO THINGS LIKE COMBINE THE ENIGMA FORCE POWER...

...AND MY VENOM STRIKE!

FZSHOOM

WHOA. THAT WAS AMAZING, MILES.

TOO BAD IT'S NOT ENOUGH.

CAN I HELP?

SOLUS IS OUT OF YOUR WEIGHT CLASS. AND STOP USING MY REAL NAME, OKAY? I DON'T KNOW WHAT KIND OF *MAD MAX* DYSTOPIAN WORLD YOU'RE FROM...

DYSTOPIA--? IT'S ME! *YOUR* SPIDEY! OR THE OTHER SPIDEY. OR...

YOU MADE IT! YOU STOPPED MORLUN? DUDE, YOU'RE A MESS.

I'M VERY TIRED.

FOR REAL, I GOT THIS. MAYBE GO FIND DOC OCK, SEE IF HE NEEDS ANYTHING?

GEEZ, YOU MISS THE BEGINNING OF A BIG EVENT AND YOU'RE TOTALLY LOST.

BUT I DO KINDA FEEL LIKE A THIRD WHEEL HERE. OKAY, IF I KNOW OTTO, HE'S WITH THE SCIENCE-Y STUFF...

DOC OCK AND THE JACKAL IN THE MIDDLE OF A BUNCH OF CLONING TUBES. WHAT COULD POSSIBLY GO WRONG?

NOT THE JACKAL ANYMORE. THAT LAST DEATH/ RESURRECTION PUT ME BACK TO FACTORY SETTINGS.

YES, YOU ARE QUITE USELESS HERE, PARKER. YOU MAY LEAVE.

WAIT. PERHAPS THERE *IS* A ROLE FOR YOU.

WE MUST KILL THE INHERITORS. YOU CAN CONVINCE THE OTHERS TO PURSUE MY STRATAGEM.

WE'VE HAD THIS ARGUMENT. I'M NOT CONDONING MURDER.

OUR EXISTING SPIDER-ARMY IS EQUIPPED WITH COMMS. THEY CAN PASS THE MESSAGE TO THE NEWCOMERS.

OKAY, LISTEN UP, EVERYONE... THIS IS SPIDEY-616. THE NEXT VOICE YOU HEAR WILL BE OTTO OCTAVIUS.

BEHOLD MY PLAN... AND THINK AGAIN.

OH.

OKAY, THIS IS... INTERESTING.

AND I CAN'T BELIEVE I'M SAYING THIS, BUT...

...FOLLOW DOC OCK'S LEAD.

CAPTAIN UNIVERSE! BREAK OFF FROM SOLUS!

HA! THERE'S NOWHERE YOU CAN RUN I CAN'T FOLLOW!

I REALLY HOPE YOU KNOW WHAT YOU'RE DOING...

HE DOES. I CAN SEE THE PATTERNS. IN FACT, WITH WHAT I'VE ABSORBED FROM THE SCROLLS, I'VE SEEN THE INHERITORS' HISTORY... THIS WILL RIGHT SOME HORRIBLE WRONGS.

A *PATTERNMAKER?* FASCINATING. I HAVEN'T SEEN ONE OF YOU IN MILLENNIA.

NEARLY AS DELIGHTFUL A MEAL AS THE ENIGMA FORCE...

HEY, SOLUS. I'M BACK.

AND I'VE GOT TWO WORDS FOR YOU.

SWORD VIGOR.

SNAK
YOU'RE SUPPOSED TO CROSS YOUR ARMS WHEN YOU SAY IT.
NOTES LATER, OKAY, TAKUYA? I DON'T WANT TO THINK ABOUT WHAT I JUST DID...
FATHER!
CRIMINAL! MURDERER!
I HOPE YOU'RE WRONG ABOUT THAT. BECAUSE IF THE ENIGMA FORCE AGREES, IT'LL BAIL, AND WE ALL DIE...
...BUT IT LOOKS LIKE SPIDERLING'S RIGHT, AND DOC OCK'S PLAN MIGHT HAVE SOMETHING TO IT AFTER ALL.
OKAY, EVERYONE...

...PILE ON.

Later.

I GET THE PLAN, BUT THAT JUST DIDN'T FEEL RIGHT.

WE TRANSFERRED THEIR CONSCIOUSNESS TO CLONE BODIES. IT'S WHAT THEY'VE DONE TO *THEMSELVES* FOR MILLENNIA.

THAT'S NOT WHAT HE MEANT. I KNOW HOW YOU FEEL, MILES. BUT THIS GIVES THEM MORE OF A CHANCE THAN THEY EVER HAD.

HE'S RIGHT. BETWEEN THE SCROLLS AND THE WEB, I'VE SEEN GLIMPSES OF THEIR PAST.

SOLUS *MADE* HIS CHILDREN INTO THE MONSTERS THEY ARE. ABUSE BARELY BEGINS TO DESCRIBE IT.

THEY NEVER REALLY HAD A CHOICE.

WE'VE GOT THE OPPORTUNITY--THE *RESPONSIBILITY*-- TO GIVE THEM ONE. WE HAD TO TAKE IT.

IF THIS WORKS. HOW LONG WILL IT TAKE?

NOT LONG. IN FACT, IT SHOULD BE FINISHED...

...NOW. OPEN THE TUBES.

I CAN'T BELIEVE I'M SAYING THIS, BUT...THEY'RE ADORABLE.

WHO'S THE CUTEST LITTLE LIFE FORCE VAMPIRES? *YOU* ARE!

THEY HAVE BEEN GIVEN A NEW START...AN OPPORTUNITY TO RISE ABOVE THEIR PAST CRIMES.

SOMETHING I CAN HARDLY BEGRUDGE ANYONE.

JENNIX ACTUALLY DID SOME REMARKABLE MAPPING OF THEIR GENETIC CODE.

IT TURNS OUT SOLUS ***FORCIBLY INSTILLED*** THE HUNGER FOR LIFE FORCE INTO THEM. HE ***CHOSE*** TO BE A MONSTER... AND HE WANTED HIS CHILDREN TO BE LIKE HIM.

I RESTORED THEM TO THE WAY THEY'D BEEN. NOW THEY CAN SURVIVE ON ORDINARY FOOD. AND THEY HAVE NO MEMORY OF THEIR PAST.

I'VE GOTTA HAND IT TO YOU GUYS.

WHEN WE FINALLY STOPPED FIGHTING EACH OTHER, WE FIGURED OUT A LOT. WE SHOULD CUT A PUBLIC SERVICE ANNOUNCEMENT.

I'LL CALL THE NYPD... HAVE THEM BRING MORLUN HERE SO WE CAN DO THE SAME TO HIM.

"DON'T WANT TO LEAVE A LOOSE END LIKE HIM AROUND."

ONE QUESTION: WHO'S GOING TO, Y'KNOW...*RAISE* THEM? I THINK SOME OF YOU HAVE KIDS...

NOT IT. WE COULD BARELY HANDLE ONE, LET ALONE SIX.

I HEARD THAT.

MY BABY BROTHER IS ENOUGH OF A HANDFUL.

I THINK I CAN HELP.

THEY CALL ME *SPIDER-MA'AM.* BUT I SUPPOSE THERE'S NO HARM IN YOU KNOWING MY REAL NAME-- MAY PARKER.

AND IT'S BEEN TOO LONG SINCE I HAD THE PITTER-PATTER OF LITTLE FEET AROUND THE HOUSE.

I'VE TALKED TO MY HUSBAND AND NEPHEW ABOUT FOSTERING. THERE ARE SO MANY CHILDREN IN NEED...LIKE THESE.

I THINK WE HAVE A WINNER.

THERE IS NONE MORE WORTHY.

I GUESS THAT'S NOT TRUE FOR ME...THERE GOES THE ENIGMA FORCE. WHICH I HOPE MEANS THE CRISIS IS OVER.

MAN, THAT WAS INTENSE... HOW'D YOU HANDLE IT?

NOT HALF AS WELL AS YOU.

C'MON... LET'S FIGURE OUT HOW TO GET ALL THESE FOLKS HOME.

SO NOW YOU'RE, LIKE, THE ONLY ONE IN THE MULTIVERSE WHO CAN CROSS DIMENSIONS?

I GUESS. TO BE HONEST, IT'S PROBABLY BETTER TO PUT SOME BRAKES ON IT FOR A WHILE. UNLESS THERE'S A CRISIS.

OR OUR BAND HAS A GIG.

THAT'S ITS OWN KIND OF CRISIS.

WE'LL SEE EACH OTHER AGAIN.

IS THAT JUST A GUESS OR AN OFFICIAL VISION?

CAN YOU EVEN *HAVE* VISIONS WHEN THERE'S NO WEB OF LIFE ANYMORE?

THERE'S ALWAYS A WEB. THIS ONE BEING DESTROYED JUST MEANS SOMEONE HAS TO WEAVE A NEW ONE.

"PATTERN-MAKER." IT'S IN THE NAME.

WEIRD... YOU'RE THE PATTERNMAKER. I ASSUME MY LITTLE BROTHER'S STILL *THE SCION* AND SILK IS STILL *THE BRIDE.*

BUT THERE WAS NO "*OTHER*" THIS TIME AROUND.

THERE'S ALWAYS AN OTHER, TOO.

Earth-982.

PETER BENJAMIN PARKER

Beloved Husband and Father

"AND I CAN'T SEE THE DETAILS...BUT I HAVE A FEELING IT'S SOMEONE CLOSE TO YOU."

THAT RIDICULOUS ROBOT IS REPAIRED. ENOUGH FOR MR. YAMASHIRO TO RETURN TO HIS WORLD, AT ANY RATE.

...I REGRET ANY DECEPTION I PERPETRATED TO RECRUIT YOU. YOU UNDERSTAND WHY IT WAS NECESSARY.

I UNDERSTAND THAT YOU DID THE RIGHT THING IN THE END. UNLIKE MY OTTO.

BUT THAT GUY I THOUGHT YOU WERE? YOU CAN ACTUALLY *BE* HIM, IF YOU TRY.

TAKE CARE, DOC.

HEY, 616 REPRESENT. I FEEL LIKE I SHOULD MAKE A SPEECH ABOUT HOW WHEN WE ALL WORK TOGETHER WE CAN DO ANYTHING.

PLEASE DON'T.

OTTO... AFTER YOU SAVED AUNT MAY, I SAID WE HAD A CLEAN SLATE. THAT STILL APPLIES.

SAME HERE. I MAY NOT AGREE WITH YOU OFTEN, BUT WE MANAGED TO MAKE IT WORK. FAR AS I'M CONCERNED, WE'RE COOL.

I SHALL TRY TO CONTAIN MY EMOTION.

DUDE! ALL I'M SAYING IS, IF YOU NEED A HAND, CALL. AND WE'LL DO THE SAME.

VERY WELL. LIKEWISE. BUT I ASSURE YOU, THE *SUPERIOR SPIDER-MAN* CAN DEAL WITH ANY THREATS THAT MAY ARISE.

"NO MATTER FROM WHENCE THEY COME."

SPIDER-GWEN: GHOST-SPIDER #4
"LIKE STARS FROM THE SKY"

Bum BUM ba-da-da-DUM
Bum BUM ba-da-da-DUM
Bum BUM ba-da-da-DUM

Bum BAM bum BAM BAM ba-da-da-DUM BAM BAM BAM
BAM BAM bum BAM bum BAM BAM ba-da-da-DUM BAM BAM BAM

WHA-BAM bun
BAM bum BAM
BAM ba-da-da-DU
BAM BAM BAM
WHA-BAM WHA
WHAM-WHAM b
BAM bum BAM

I DON'T REMEMBER MY MOTHER.

I KNOW HER NAME WAS HELEN. I KNOW MY FATHER LOVED HER. I KNOW SHE DIED.

I ATTENDED MY FIRST *FUNERAL* BEFORE I KNEW MY OWN *NAME*.

SOME KIDS GET TO GROW UP THINKING DEATH HAPPENS TO OTHER PEOPLE.

NOT ME. IF THERE'S ONE CONSTANT IN THE MULTIVERSE, IT'S THAT *DEATH* LOVES *GWEN STACY*.

DEATH LOVES ME TOO MUCH TO EVER LEAVE ME ALONE.

...BILLY?

SNAP

BROKEN.

EVERYTHING'S *BROKEN.*

IT'S NOT SUPPOSED TO BE LIKE THIS.

WE'RE *HEROES.* WE'RE *FIGHTERS.*

WE'RE SUPPOSED TO *WIN.*

WE PAY, YES, ABSOLUTELY.

EVERYTHING COSTS. EVERYTHING HAS TO COST.

BUT THIS COST TOO MUCH. EVERYTHING'S BROKEN.

GWEN?

...WHAT.

IT'S TIME, GWEN. ARE YOU READY?

YOU'RE NOT REALLY HERE, BILLY.

I KNOW.

SO WHY...?

YOU HAVEN'T SLEPT IN THREE DAYS. I ALWAYS TOLD YOU, THE FIRST PERSON A HERO HAS TO SAVE IS ***THEMSELF,*** GWEN. I'M DISAPPOINTED IN YOU.

RIGHT. BECAUSE THE APPROVAL OF A DEAD MAN, THAT'S WHAT I'VE BEEN LONGING FOR.

YOU'RE DEAD, BILLY. GO BE DEAD. I DON'T NEED A HAUNTING TODAY.

YOU'RE THE ONE WHO SAID I WASN'T REALLY HERE. I'M NOT A GHOST, GWEN.

I KNOW.

A GHOST WOULD BE WAY TOO EASY. AND SORT OF AWESOME.

A GHOST MEANS NEVER SAYING GOODBYE. I DON'T WANT TO SAY GOODBYE TO YOU, BILLY.

I DON'T WANT TO SAY GOODBYE TO ANY OF YOU.

BUT YOU'LL MISS ME MOST OF ALL, WON'T YOU?

YOU BRITS. YOU ALWAYS THINK SO HIGHLY OF YOURSELVES.

AM I WRONG?

NO.

I JUST WISH YOU WERE.

EVERYTHING'S BROKEN AND EVERYTHING'S *HAUNTED.*

MAYBE ME MOST OF ALL.

LOOMWORLD.

WE WERE SO *HOPEFUL* WHEN WE CAME HERE.

WE WERE GOING TO PROTECT THE *MULTIVERSE.*

WE WERE SO *INNOCENT.*

WE WERE SO *STUPID.*

AND WE PAID. OH, HOW WE *PAID.*

THE FIRST TIME I MET KARN, HE WAS TRYING TO KILL US.

NEXT THING WE KNEW, HE WAS TRYING TO ***SAVE*** US.

THINGS HAPPEN ***FAST*** IS WHAT I'M SAYING.

HE WAS A WEIRD VAMPIRE ALIEN DUDE, AND HE WAS SORT OF TERRIFYING, BUT...

HE WAS ***OURS.*** HE LOOKED OUT FOR US, AND WE LOOKED OUT FOR HIM.

ONLY IN THE END, HE DIED ALONE.

HE DIED BECAUSE HIS FAMILY WAS ***EVIL,*** AND HE REFUSED TO BE.

MAY WE ALL BE HEROES LIKE KARN WAS.

TO KARN.

TO KARN.

YOU WERE ALWAYS KIND TO ME.

WEIRD ALIEN VAMPIRE DUDE. YEAH.

I HOPE YOU FIND PEACE, MY FRIEND. I HOPE YOU REST.

I WISH YOU WERE REALLY HERE.

YOU WEREN'T BAD FOR SOMEONE WHO TRIED TO KILL US ONCE.

I WISH BILLY WERE HERE. AND P-PETER.

HE USED TO CALL ME "DOLL" SOMETIMES. I HATED IT.

I MISS YOU ALL SO MUCH.

NONE OF THIS IS YOUR FAULT.

IT'S ONLY BECAUSE OF YOU THAT WE CAN BE TOGETHER ONE LAST TIME.

WE ONLY HAVE A LITTLE TIME. PLEASE. COME BE WITH YOUR FRIENDS.

THIS IS HOW IT ENDS.

THIS IS HOW IT *ALWAYS* ENDS.

YOUR FRIENDS SAY GOODBYE, BUT YOU'RE ALREADY GONE.

YOU'RE SO FAR AWAY YOU CAN'T HEAR THEM.

CLK

THEY'RE JUST STANDING IN THE PLACE YOU USED TO LIVE.

WOOSH

YOU'RE GONE.

THEY'RE NOT EVEN VISITING A HAUNTED HOUSE.

HEY.

THE FIRE'S ALMOST OUT. YOU READY TO HEAD HOME?

NO. BUT *YES.*

I WANT TO SIT AND WATCH BENJY SLEEP. IS THAT WEIRD?

NO. I THINK IT'S PRETTY GREAT.

HOW ABOUT YOU? ARE YOU GOING TO GET A BREAK?

I...

I HAVE SOME THINGS TO DO.

DON'T PUSH YOURSELF TOO HARD.

WE'RE ALL EXHAUSTED.

I'M FINE.

I HAD A **BREAK** WHILE THE REST OF YOU WERE ***FIGHTING.***

LET'S GET YOU HOME.

THE WEB OF LIFE AND DESTINY IS *GONE.*

ANNIE MAY-- *SPIDERLING*-- IS THE PATTERNMAKER NOW, WHATEVER *THAT* MEANS.

MAYBE IT MEANS WE'LL HAVE A NEW WEB SOMEDAY.

FOR NOW, THOUGH, WE'RE *CUT OFF.*

MOST SPECIES OF SPIDER ARE *SOLITARY,* BUT THIS...THIS FEELS WRONG.

IT'S LIKE LOSING A *FAMILY.*

YOU SURE YOU'RE OKAY?

I'M *GWEN STACY,* REMEMBER? I CAN HANDLE ANYTHING.

SURE. JUST... WHEN YOU'RE PICKING YOUR BATTLES, REMEMBER YOU DON'T HAVE TO FIGHT THEM ALL ALONE.

BUT THAT'S THE PROBLEM.

I ACTUALLY DO.

EARTH-90214. HOME OF SPIDER-MAN: NOIR.

I DON'T WANT TO BE HERE.

I DON'T WANT TO DO THIS.

IT'S NOT FAIR THAT THIS SHOULD FALL TO ME. IT'S NOT FAIR. BUT IT'S...

SOMEONE HAS TO DO IT.

SOMEONE HAS TO TELL THEM HE'S NOT COMING HOME.

HERE'S THE THING, THOUGH:

YOU MAY BE GONE, BUT THE PEOPLE WHO *LOVE* YOU AREN'T.

THEY'RE WAITING.

I WON'T LET THEM WAIT FOREVER.

HELLO, YOUNG LADY. HAVE YOU COME FOR A MEAL?

MAY PARKER?

...YES?

IS THERE SOMEPLACE WE CAN TALK?

SO I TELL THEM.

I TELL THEM HE WAS A GOOD MAN. A FRIEND. A *HERO.*

IT'S ALL I HAVE. IT'S NOT ENOUGH.

I CAN BRING...I CAN BRING HIS BODY *HOME.* IF YOU WANT.

YOU COME HERE AND YOU TELL ME MY NEPHEW WAS...WAS THE *SPIDER-MAN.*

YOU TELL ME HE WAS A *SOLDIER.* THAT HE DIED IN A *WAR.*

YOU TELL ME HE WAS A VIGILANTE, A *BROKEN* MAN.

YOU CALL *THAT* A HERO?

SLAP

GET OUT.

BUT--

LEAVE. LEAVE, AND NEVER COME BACK.

I'M SORRY.

STUPID. STUPID. STUPID.

WAIT!

PLEASE, PLEASE WAIT!

ARE YOU GOING TO HIT ME TOO?

NO! I ALWAYS...I ALWAYS SUSPECTED.

PETER WAS VERY SPECIAL.

NOT ONLY TO ME. THERE'S SOMEONE...

SOMEONE ELSE YOU HAVE TO TELL."

I'M SO SORRY.

SORRY? YOU'RE SORRY?

DON'T BE SORRY.

YOU BROUGHT HIS STORY BACK TO ME.

I WOULD HAVE WONDERED... FOREVER.

MY STUPID, BRILLIANT, WONDERFUL BOY.

THIS IS WHY I HAVE TO DO THIS.

BECAUSE SOMEONE HAS TO.

SOMEONE HAS TO CLOSE THE DOORS ON THE HAUNTED HOUSES.

EARTH-803. HOME OF THE LADY SPIDER.

SOMEONE HAS TO LET THE GHOSTS GO.

KNOCK KNOCK

GWEN! WHAT A DELIGHTFUL--

WAIT. WHERE ARE THE *OTHERS?*

WHY ARE YOU HERE? HAS SOMETHING HAPPENED?

GIVE ME A MOMENT. I'LL RETRIEVE MY ARMS, AND--

SOMEONE HAS TO LET THEM REST.

MARY. IT'S ALREADY OVER.

OH, *BILLY.*

OH, YOU BEAUTIFUL FOOL.

"WHEN I FIRST MET BILLY BRADDOCK, I THOUGHT HE WAS A BIT OF A SWOT."

ALWAYS HAD TO BE THE BEST. ALWAYS HAD TO PROVE HIMSELF.

WELL, HE HAD HIS REASONS, DIDN'T HE?

HE WASN'T MY FAMILY, BUT HE WAS MY **BROTHER.**

I'M GLAD TO KNOW HE'LL REST HERE, ALONGSIDE MY PARENTS.

IF HE CAN'T GO HOME TO **HIS** ENGLAND, HE CAN LIE EASY IN **MINE.**

ILLIAM RADDOCK

SLEEP WELL, BILLY. REMEMBER THAT WE **LOVED** YOU.

WILLIAM BRADDOCK

REMEMBER THAT YOU WILL BE **MISSED.**

AFTERWARD...

--TRIED TO FIGHT THEM ALL BY HIMSELF--

--SAID CALCULUS WASN'T HARD--

--AND IT WASN'T HIS SANDWICH ANYWAY.

BRAD

YOU WERE... YOU WERE THE BEST OF US.

HOW CAN YOU JUST DIE?

IT'S NOT FAIR IT'S NOT FAIR IT'S NOT--

GWEN.

HEY. IT'S OKAY. I'VE GOT YOU.

I'VE GOT YOU.

THIS SHOULD BE EMBARRASSING. IT'S NOT.

WE HAVE TO COMFORT EACH OTHER.

IT'S WHAT KEEPS OUR *GHOST STORY* FROM BECOMING A TRAGEDY.

THIS WAS A GOOD THING YOU DID.

YOU KNOW THAT, RIGHT?

I DO. I MEAN...

I MET SOME PEOPLE. OTHER VERSIONS OF US.

THAT HAPPENS.

JUST LISTEN.

THEY'D LOST THEIR GWEN. SHE WASN'T *DEAD*, JUST... *MISSING.*

AND THEY WERE *LOST* WITHOUT HER.

I CAN'T RISK DOING THAT TO THE PEOPLE I LOVE.

YOU MEAN YOU'RE STAYING HOME FOR A WHILE.

YEAH.

THE REST OF YOU *HAVE* TO, BUT I...

I COULD GO ANYWHERE. I COULD GO EVERYWHERE.

AND WHEN I *DIED*, MY FRIENDS WOULD NEVER KNOW WHAT HAPPENED.

MY *FATHER* WOULD NEVER KNOW WHAT HAPPENED.

SO I'M STAYING HOME. IS...

...IS THAT SELFISH OF ME?

YEAH. I MEAN, OF COURSE IT'S **SELFISH.**

...OH.

BUT WHY DO WE ACT LIKE **SELFISH** IS ALWAYS **WRONG?**

THE WORLD IS ALWAYS GOING TO NEED SAVING. SOMEONE'S ALWAYS GOING TO BE CALLING FOR HELP.

THAT DOESN'T MEAN WE DON'T GET TO PICK OUR BATTLES. SOMETIMES WE HAVE TO REST.

AFTER EVERYTHING WE'VE BEEN THROUGH, I THINK WE'VE EARNED IT.

BUT NOT FOREVER.

NO. NOT FOREVER.

THAT WOULD GET BORING.

THERE'S ONLY SO MUCH TV ONE PERSON CAN WATCH.

REMEMBER WHEN WE SAID WE'D WATCH OVER EACH OTHER?

I DO.

I'M GLAD TO KNOW YOU'VE GOT MY BACK.

ALWAYS. NOW LET'S GET BACK TO THE PARTY.

BILLY WOULD WANT US TO RAISE A GLASS FOR HIM TONIGHT. AFTER ALL--

"--WE MAY NOT SEE EACH OTHER FOR A WHILE."

EARTH-65.
HOME OF GWEN STACY,
SPIDER-WOMAN.

THWP

IF WE HAVE TO BE *HAUNTED*, WE SHOULD BEFRIEND OUR *GHOSTS*.

WE SHOULD *WELCOME* THEM IN, AND LET THEM MAKE A HOME WITH US.

LEGENDS NEVER DIE.

WOO-HOO!

JUST BECAUSE WE'RE *GHOST STORIES*, THAT DOESN'T MEAN WE'RE OVER.

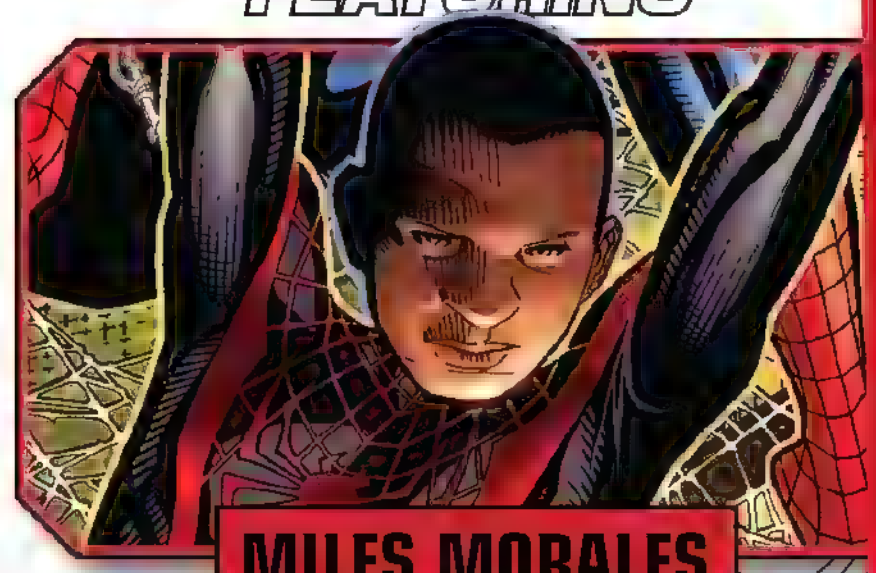
END.

YOUR OFFICIAL GUIDE TO THE SPIDER-EVENT OF 2018!

SPIDER-GEDDON

HANDBOOK

FEATURING



MILES MORALES

PETER PARKER

SP//dr

SPIDER-PUNK

AND MORE!

WITH THE BREAKOUT STAR OF THE HIT GAME

MARVEL

SPIDER-MAN

MARVEL

NOTE: COVERAGE FOR THESE PROFILES STOPS BEFORE THE EVENTS OF *SPIDER-GEDDON*.

SPIDER-GEDDON HANDBOOK

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SPECIAL THANKS TO
TOM BREVOORT, SHAWN "KEEBLER" BYERS, JEFF CHRISTIANSEN, HIROKO FUKUHARA-KARCH, ANTONIO GAVIÑO, KIRK HUTCHERSON, ISABEL HSU, NICK LOWE, JAKE MATZ, BECKA MCINTOSH, GERARD MCMENEMY, ERIC MONACELLI, BILL ROSEMANN, NICK SMILES, JEF WILLEMSEN, THOMAS WILLIAMS, DOUGLAS WOLK, G-MART.COM & THE GUYS AT THE APPENDIX
(*MARVUNAPP.COM*)

IN LOVING MEMORY OF
GUINEVERE JENSEN, 2000-2018

FOR THE EXISTING PROFILES BEING UPDATED IN THIS ISSUE, PLEASE SEE THE FOLLOWING:

OTTO OCTAVIUS (AS SPIDER-MAN) - ***AVENGERS NOW!*** (2015)
SCARLET SPIDER (AS KAINE) - ***OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE A-Z VOL. 6 HC*** (2008)
SCARLET SPIDER (AS BEN REILLY) - ***OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE A-Z VOL. 9 HC*** (2009)
SPIDER-MAN (MORALES) - ***SECRET WARS: OFFICIAL HANDBOOK OF THE MARVEL MULTIVERSE*** (2015)
SPIDER-MAN (PARKER) - ***OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE A-Z VOL. 11 HC*** (2009)

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

INHERITORS

(L TO R) KARN, MORLUN, BORA, BRIX, VERNA, JENNIX, DAEMOS

HISTORY: The Inheritors—alternately known as the Inheritors of Reality or the Inheritors of All Creation—are a long-lived family who largely resemble baseline humans save for their pale complexions, enlarged canine teeth and glowing eyes. They feed by draining the life forces of beings with totemic powers. They can ingest small portions of an individual's life force, allowing them to survive and regenerate, but most Inheritors prefer to consume their prey entirely, leaving behind only a withered, lifeless husk. They apparently do not or cannot consume any other foodstuffs, although they do drink wine. These energies grant them superhuman strength, endurance and greatly extended lifespans. However, they are highly susceptible to radiation, which greatly weakens them. They formerly dwelled on Earth-001 at the center of the Web of Life and Destiny, a Multiverse-spanning construct that influences the lives of trillions of beings and their worlds.

The Inheritors' origins remain steeped in mystery. Solus, their patriarch and leader, claimed to be the first of his kind. He and his mate spawned seven children: the hedonistic Daemos, the skillful Morlun, the cruel Verna, the ingenious Jennix, the sadistic twins Bora and Brix, and the indecisive Karn. While Morlun was Solus' favored son and chosen heir, Solus' mate was partial to Karn, who lacked his siblings' predatory instincts and was thus largely disdained by them.

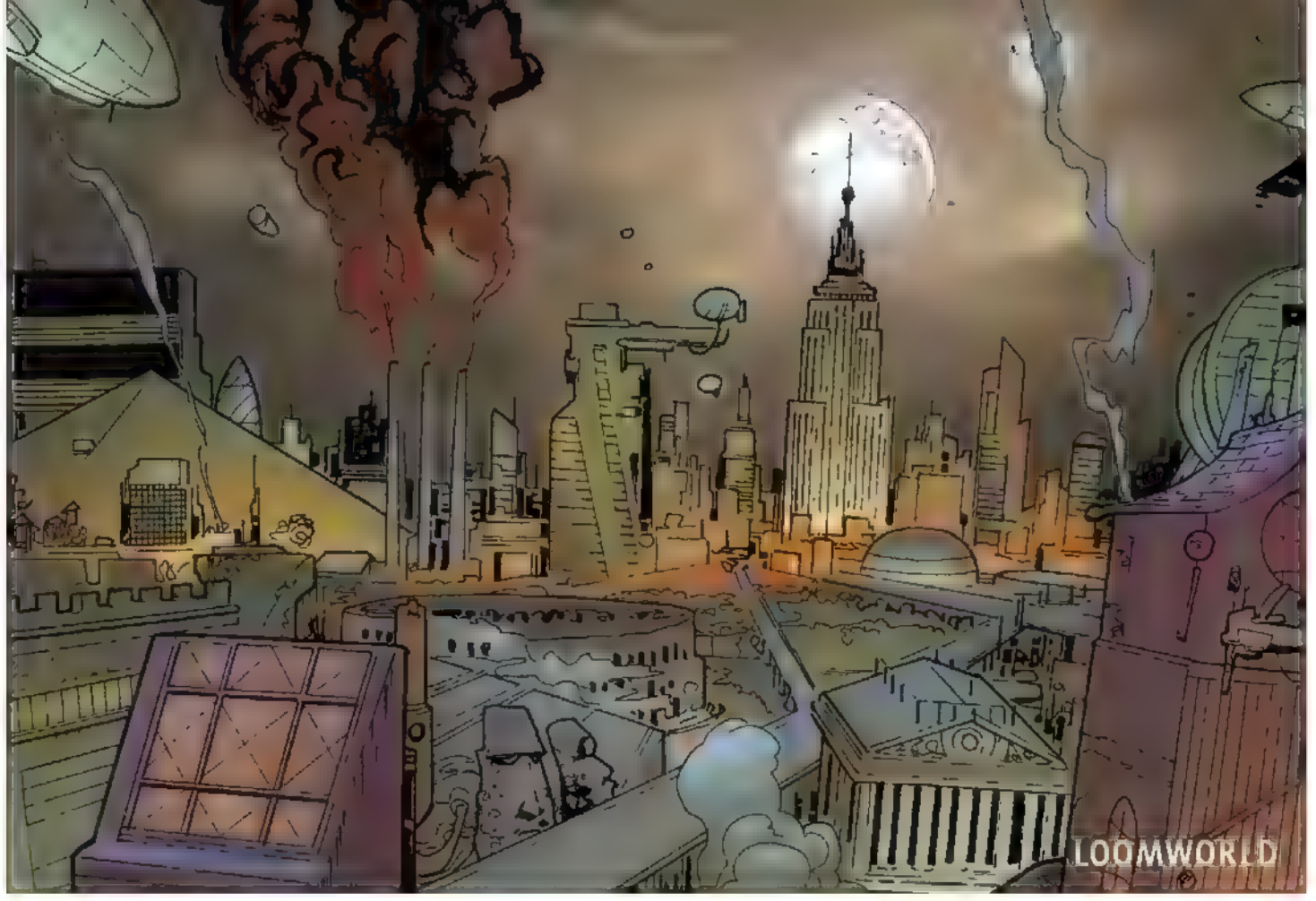
Centuries ago, the Inheritors set out to hunt the Master Weaver, a mysterious being responsible for the upkeep of the Web of Life and Destiny; the Inheritors were unaware the Weaver was actually their sibling Karn from the future. Fittingly, Karn was the first to reach the Weaver, but the Weaver gave voice to Karn's doubts about the Inheritors' goals, causing Karn to hesitate. Capitalizing on this, the Weaver cut the thread of the matriarch's life, wiping her from existence. Soon, Solus arrived and subdued the Weaver, shackling him with chains designed by Jennix and pressing him into the Inheritors' service, still unaware of the Weaver's identity. With the Web of Life and Destiny under their control, the Multiverse was laid out before the Inheritors like an endless feast.

The Inheritors looted other worlds to transform Earth-001 into Loomworld, an opulent palace world where they ruled as kings and were waited upon hand and foot by servants enslaved from conquered Earths. They also used the Weaver to travel between dimensions, seeking out totemic beings and devouring them. Despite their power, they lived in fear of their reign's end: The Weaver prophesied they would one day be felled by the Spider-Totems. This could only be forestalled by a ritual sacrifice of three Spider-Totems—the Other, the Bride and the Scion—whose blood, once spilled on the Web of Life and Destiny, would prevent the creation of further spider-powered beings. The Other was a mystical spider-entity unique to Earth-616, and the Scion was Benjy Parker, the infant son of Earth-982's Spider-Man (Peter Parker). The identity of the Bride, however, remained a mystery to the Inheritors, preventing them from conducting the ritual. With their prophesied doom still in the future, the Inheritors were content to bide their time.

Jennix, the most technologically minded Inheritor, conquered Earth-802 and converted it into his own private scientific playground, killing its entire population and replacing them with loyal clones—including versions of Iron Man (Tony Stark) and the Human Torch (Johnny Storm). To ensure his family's immortality, he built clone factories worldwide. Upon an Inheritor's death, the system he devised would transmit their life essence to Earth-802, where it would be transferred into a waiting clone body. Jennix cared little for the hunt and believed it was holding back his family from becoming wholly civilized. His ultimate goal was to assure himself and his family a constant source of food by cloning totemic beings and raising them as livestock. He was unable to do so, however, and his experiments produced only monstrous failures.

Unlike Jennix, the other Inheritors were content to hunt. Verna captured superhumans and lobotomized them, converting them into the feral Hounds who served as her hunting dogs; their number included versions of the Puma, Kraven the Hunter, Hammerhead, Silver Sable, Rhino, Ox, several Vultures and numerous Goblins. The gourmand Daemos sought out as much prey as he could devour; he preferred to use his bare hands and massive size as his weapons of choice, although he wielded a massive Warhammer before the Master Weaver destroyed it. The twins Bora and Brix worked in tandem, treating the hunt as an endless game as they competed against each other to bring down the most impressive totem trophies. Bora hunted with throwing daggers, while Brix used an entangling lash.

Morlun, befitting his status as heir apparent, was the Inheritors' most skilled hunter. Like Daemos, he eschewed weapons, preferring to use his hands and wits. Morlun was the first Inheritor to explore Earth-616 (later called the Prime Earth); he dwelled there for a time, hunting that world's totemic beings, including the German superhumans Dachs (Patrick Kurz) and Bundesadler (Sigismund Bismarck) with the assistance of Dex, his much-abused human lackey. Eventually, he encountered Spider-Man (Peter Parker), who defeated the Inheritor by injecting himself with a radioactive serum; moments later, Dex slew Morlun. Morlun later returned to attack the now-terminally ill Spider-Man and brutally beat him within an inch of his life. However, the dying Parker tapped into the mystical Other's ancient power and killed Morlun once more. Later, Morlun attacked Wakanda, where he consumed the Man-Ape (M'Baku) and attempted to devour the weakened Black Panther (T'Challa), but fell into a trap laid by T'Challa's sister, Shuri, and was destroyed again. Thereafter, Morlun fearfully avoided that dimension, claiming to his siblings he was saving it for last.



When Braddock and Octavius' teams met on Earth-928, Daemos ambushed them. Having studied the Inheritors, Octavius slew him, only for him to return instantaneously in a new clone body with Bora and Brix in tow. Sensing that the Inheritors were after her in particular, Silk fled the scene, with Bora and Brix pursuing her relentlessly from world to world. When she landed on Earth-3145, a planet devastated by radiation, the Inheritors had to turn back.

Meanwhile, Karn's failure was not forgotten; his siblings sealed his head into a mechanical helmet so his face would no longer remind them of their mother's death. Exiled from Loomworld, he set out on his own; the Weaver sent him from world to world, where the solitary Karn hunted totems and honed his skills in the hope his family would one day welcome him back into the fold. Unlike his siblings, he took no pleasure in his hunts, doing so only to survive; he preferred to down his prey with a two-pronged energy spear of his own design.

Unbeknownst to Morlun, the prophesied Bride also dwelled on Prime Earth: After receiving her powers, Cindy Moon had been discovered by spider-powered tycoon Ezekiel Sims, who hid her in a bunker for years. She came to the Inheritors' attention when Spider-Man freed her from captivity, unaware of Sims' true motivations. The Inheritors sensed Moon upon her release and began the Great Hunt, an all-out assault on the spider-totems of the Multiverse. The extradimensional Corps' Spider-UK (Billy Braddock) discovered their depredations and began evacuating his fellow Spiders to the safe zone of Earth-13, whose native Spider-Man wielded the cosmic Uni-Power. He was too late to prevent Daemos from attacking Earth-982. Although Daemos slew that world's Peter Parker, his daughter, Spider-Girl (May Parker), escaped to safety with Benjy Parker. Braddock also recruited the spiders of Earth-616: Spider-Man, Moon (who had become an adventurer herself as Silk), Spider-Woman (Jessica Drew), Spider-Girl (Anya Corazon) and the time-displaced Spider-Man (Miguel O'Hara) of Earth-928.

While attempting to return to his native Prime Earth after a time-travel accident, Otto Octavius (while possessing the body of Peter Parker as the "Superior Spider-Man") came upon the results of Karn's endless hunt and began assembling a team separate from Braddock's to fight back. Octavius' team lured Karn into a trap on Earth-2818, only for Bora and Brix to stumble across their exiled brother. As the siblings battled, the spiders escaped. Meanwhile, Verna and her Hounds attacked Earth-1610's Spider-Man (Miles Morales) and Black Widow (Jessica Drew) before they, too, were whisked to the safe zone. Braddock's team could only save so many, however. Morlun, proving his worthiness, felled scores of Spider-People.

The Spiders' safe zone did not remain safe for long as Jennix, Morlun and Solus himself invaded Earth-13. That world's Spider-Man stood against the Inheritors—but Solus, the only Inheritor strong enough to withstand absorbing the Uni-Power, drained him dry. Morlun claimed Benjy as the spiders fled to another world, but the Other and the Bride remained elusive.

Miguel O'Hara remained on Earth-928 with Daemos' corpse, hoping to study it for a weakness using that world's advanced technology. However, Daemos, resurrected in a cloned body, went to Earth-928, only to be imprisoned so O'Hara could study a live subject. Daemos simply killed himself and was soon on the hunt for them again. Earth-928's Punisher (Jake Gallows) waylaid him, allowing Daemos' quarry to escape him once more.

Meanwhile, a team of cloned Spider-Totems infiltrated Jennix's central clone facility on Earth-802. One of their number, Earth-94's

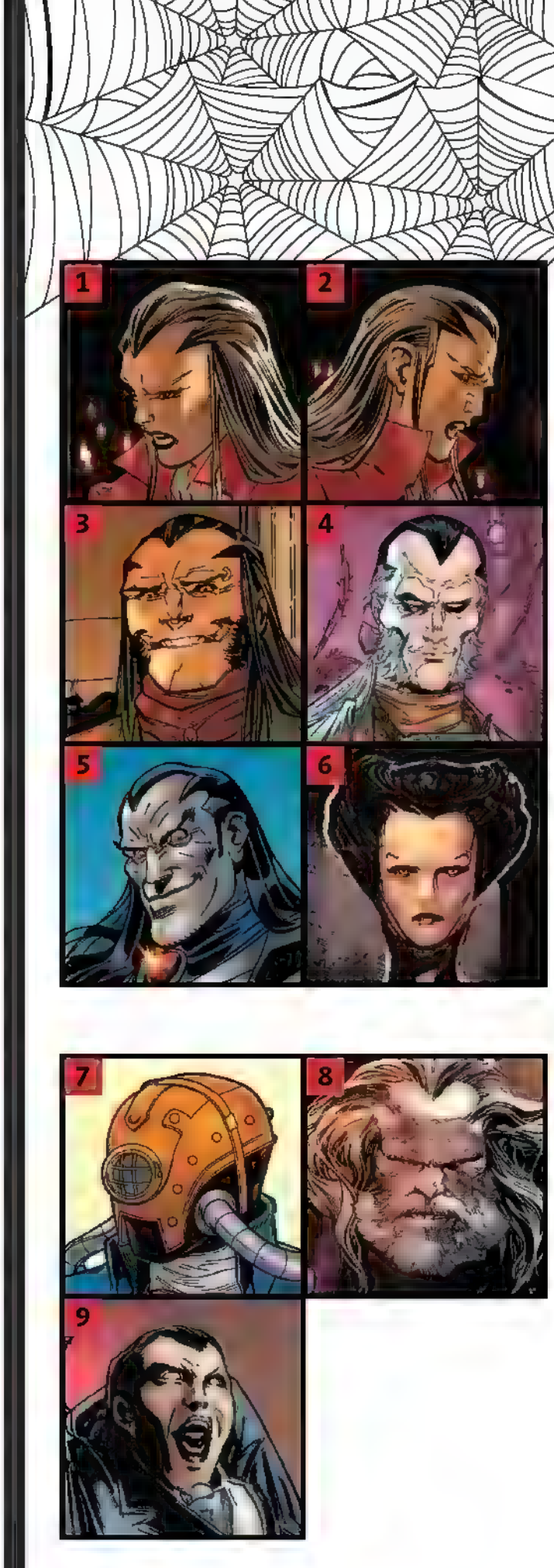
Spider-Man (Ben Reilly) sacrificed himself to destroy it. Enraged by Reilly's death, the Scarlet Spider (Kaine Parker), who was then occupied by the mystical Other entity, traveled to Loomworld. There, he faced Solus, who gloried in finally facing a foe worthy of his power. The Other proved more than a match for the ancient Inheritor and slew him. Maddened with rage, Morlun killed Kaine moments later, making sure to preserve his corpse for their ascendancy ritual. With Jennix's clone factory destroyed, Solus' essence remained trapped in crystal form. Although shaken by his father's death, Morlun assumed the mantle of leadership. With the Other's corpse, he now possessed two of the three components for the ritual; he soon obtained the third when the impetuous Silk infiltrated Loomworld and was captured in short order.

Thanks to Earth-616's Spider-Woman (Jessica Drew), the spiders had stolen the scrolls containing the Weaver's prophecy and learned about the Inheritors and their weaknesses—including Karn, whom they decided could be swayed to join them. A group of Spiders intercepted the rogue Inheritor on Earth-3123, home of the elderly Spider-Ma'am (May Parker). Already filled with doubt, as Spider-Ma'am reminded him of his late mother, Karn was receptive to their entreaties—especially after they forgave him for his crimes against them. They even went so far as to offer up a small portion of their totemic life forces to sustain him.

As the ritual began, the remaining Spider-Totems and Karn launched an all-out assault on Loomworld. Morlun, undaunted, attempted to perform the ritual. He stained the Great Web with blood from Kaine and Silk—but when it came time to sacrifice Benjy Parker, he discovered that Earth-8311's porcine Spider-Ham (Peter Porker) had replaced the human infant. Meanwhile, Octavius tried to win the day by killing the Master Weaver, putting a quick halt to the ritual but endangering all of reality in the process. Witnessing his family's empire crumbling around him, Morlun attacked his greatest foe: Earth-616's Spider-Man. Remembering the Inheritors' vulnerability to radiation, Parker opened a portal to Earth-3145, intending to sacrifice himself to trap Morlun there. Silk rescued him at the last minute, leaving Morlun behind. The rest of the defeated Inheritors, plus the crystal containing Solus' life essence, were sent to join Morlun. Surviving in a bunker built by Earth-3145's Ezekiel Sims, the once-proud Inheritors were forced to subsist on the mutated spider-creatures that world's nuclear winter had spawned.

With the Master Weaver slain, Karn examined the body, only to realize the Weaver was his future self; the two were able to coexist thanks to time operating differently at the Great Web. Karn took the Weaver's place to atone for his actions; he continues to serve the Great Web and assist the Web-Warriors, a dimension-hopping band of Spider-Heroes, in their attempts to mend it. They also disassembled much of Loomworld, returning its stolen treasures to their rightful worlds.

The Web-Warriors maintained surveillance of the imprisoned Inheritors via remote-controlled Spider-Bots, which the aggrieved Inheritors frequently destroyed. However, the ever-resourceful Jennix has begun assembling the remains of the Spider-Bots into a device that could unleash the Inheritors upon the Multiverse once more.



CURRENT MEMBERS:

1. BORA First Appearance: *Superior Spider-Man #33* (2014)

2. BRIX First Appearance: *Superior Spider-Man #33* (2014)

3. DAEMOS First Appearance: *Superior Spider-Man #33* (2014)

4. JENNIX First Appearance: *Superior Spider-Man #33* (2014)

5. MORLUN First Appearance: *Amazing Spider-Man #30* (2001)

6. VERNA First Appearance: *Superior Spider-Man #33* (2014)

FORMER MEMBERS:

7. KARN First Appearance: *Superior Spider-Man #32* (2014)

8. SOLUS First Appearance: *Amazing Spider-Man #9* (2014)

9. INHERITOR MATRIARCH First Appearance: *Superior Spider-Man #32* (2014)

BASE OF OPERATIONS:
Earth-3145; formerly Loomworld (Earth-001)

FIRST APPEARANCE:
(Morlun) *Amazing Spider-Man #30* (2001); (Inheritors family) *Superior Spider-Man #33* (2014)

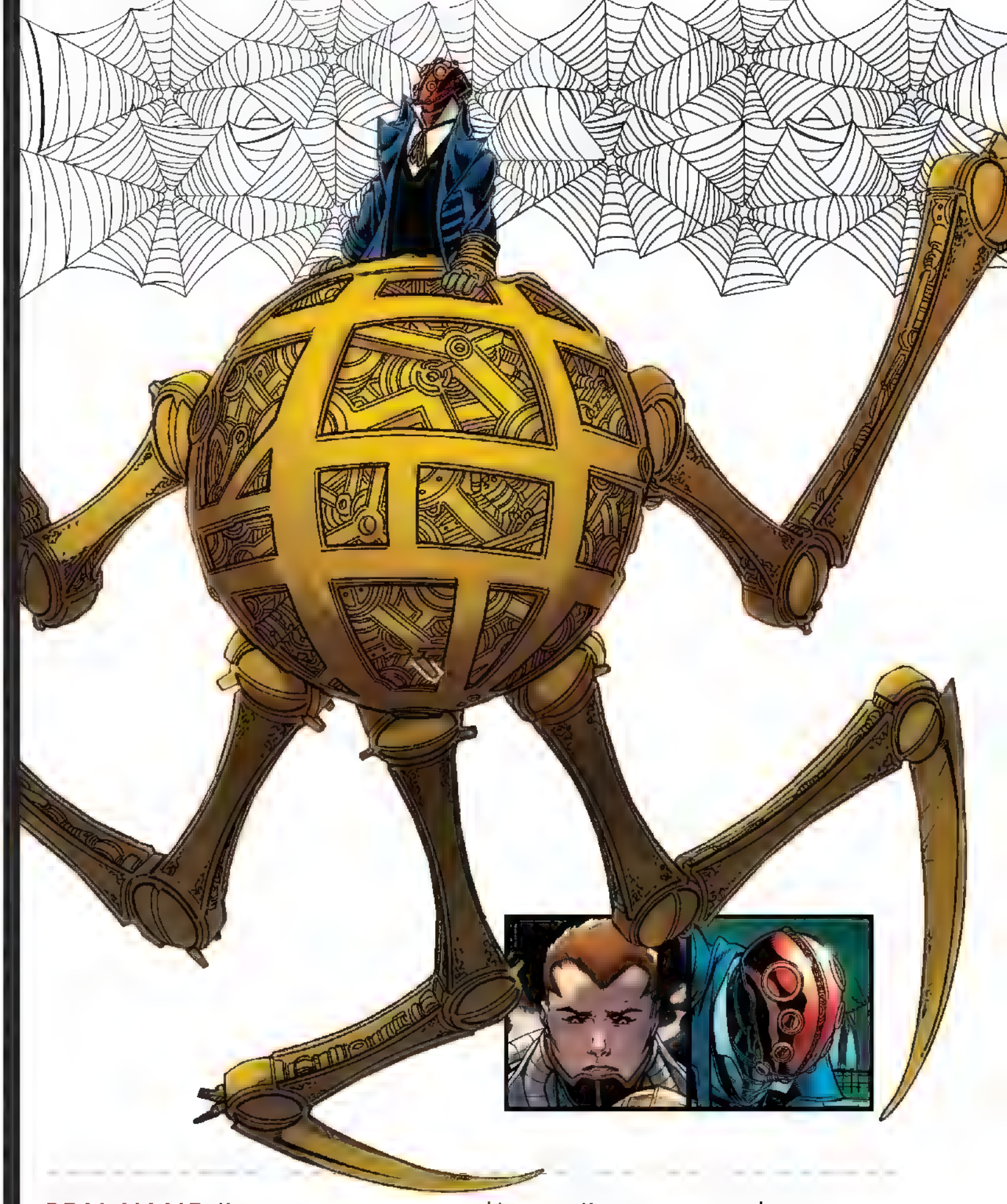
ART BY GIUSEPPE CAMUNCOLI, JIM CHEUNG, OLIVIER COIPEL & MIGUEL SEPULVEDA

HISTORY: Born into the Inheritors, a family who feeds on Spider-Totems throughout the Multiverse, Karn killed only what was required to live, his bloodlust paling in comparison to his kin. Centuries ago, Karn joined a hunting party led by his mother, the only family member to love or favor him, to capture Universe-001 (the Loomworld)'s Master Weaver, the custodian of the Web of Life and Destiny, a Multiverse-spanning construct that influences the lives of trillions of beings and their worlds. Karn was supposed to slay the Weaver, but he hesitated during the confrontation. When Karn's mother attacked, the Weaver snapped her thread in the Web, killing her. Karn's father, Solus, then arrived to enslave the Weaver; he branded Karn an outcast, concealing his face under a helmet and condemning him to hunt alone. The Inheritors, including Karn, were unaware Universe-001's Master Weaver was Karn's older self from the future. Once enslaved, the Weaver was compelled to obey the Inheritors, and the knowledge he was forced to share with them facilitated their dominion over several universes. For centuries, the isolated younger Karn slaughtered Spider-Totems on countless universes, determined to prove his worth to his family. Despite killing Reality-1771's Ai Apaec and Reality-13989's Great Spider-Wolf (among others), Solus refused Karn's request to return home. Later, during an all-out war between the Inheritors and Spider-Totems from across the Multiverse, the dimension-traversing Web-Warriors convinced Karn his misdeeds could be redeemed if he aided them against the Inheritors. Simultaneously, the enslaved Weaver's actions enabled the Inheritors' murder of other Spider-Totems and forcing many Spider-Beings to Reality-13, where they were protected by its Uni-Force-empowered Spider-Man. However, the Weaver also secretly provided Earth-616's Spider-Woman (Jessica Drew) with scrolls detailing a prophecy wherein the Inheritors sacrificed three Spiders identified as the Scion, the Other and the Bride in order to ascend to Multiversal rule and to ensure no more Spider-Totems were born to oppose the Inheritors; Drew sent the scrolls to her reality's Spider-Man (Peter Parker) so the Spider-Totems could work toward preventing this from coming to pass. Despite this secret undertaking, the Weaver was forced to send the Inheritors to Reality-13 where they killed the Uni-Powered Spider-Man and captured the Scion, the infant Benjy Parker of Earth-982. Around this time, Inheritor Morlun slew Earth-616's Scarlet Spider (Spider-Man's clone named Kaine), who was the prophesied Other, thanks to his empowerment by the mystically powerful Other.

Allied with the Web-Warriors, the younger Karn returned to Loomworld and assisted in the defeat of the Inheritors, but was unable to prevent the so-called "Superior Spider-Man" (a time-traveling Otto Octavius in Peter Parker's body) from killing the Weaver and damaging the Great Web in hopes of preventing the prophesied ritual from coming to pass. To prevent the prophecy, the Inheritors were imprisoned on Earth-3145 where radiation proved harmful to them. After this, the younger Karn discovered his older self within the Weaver's helmet, realizing they could exist simultaneously due to time operating differently at the Great Web. Hoping to redeem himself, Karn took his place as the Master Weaver, vowing to repair the Great Web and assist

the Web-Warriors in aiding any reality where their Spider-Totem had been killed.

Later, the Weaver was injured and the Great Web further damaged during a battle between the Web-Warriors and an interdimensional gathering of electricity manipulating Electros. To recover, the Weaver reluctantly accepted a portion of life force from Spider-UK (Billy Braddock). Later, the Weaver was instrumental in helping to discover a potential contagion carried by any clones created by the Prime Earth's Jackal (Miles Warren) and creating a plan to investigate and combat it. Due to the further damage to the Web, the Weaver couldn't properly track or communicate with the Web-Warriors and learned the Warriors' use of the Great Web to traverse dimensions resulted in strands becoming tangled, further destabilizing it. While the Weaver and various Spider-Totems worked to reinstate communications and to repair the tangled threads to prevent realities from merging, they unintentionally freed the captured Electros. As the Web-Warriors battled the Electros, Earth-22916's deranged Harry Osborn infiltrated Loomworld and incapacitated the Weaver. Osborn then began destroying the Web in order to end all Spider-Totems. After defeating the Electros, the Web-Warriors combined rock music provided by Earth-138's Spider-Man (Hobie Brown) and Earth-65's Spider-Woman (Gwen Stacy) with the collective power of the defeated Electros to shake the entire Web, which ended Osborn's threat. The Web-Warriors then returned all of the Inheritors' stolen property. The Weaver and Spider-UK remained on Earth-001, becoming fast friends. However, the two soon detected the Inheritors becoming active with cloning once more.



REAL NAME: Karn

ALIASES: The Outcast

IDENTITY: Secret

OCCUPATION: Guardian of the Web of Life and Destiny; former totem hunter

CITIZENSHIP: Earth-001 (formerly Loomworld)

PLACE OF BIRTH: Unrevealed

KNOWN RELATIVES: Solus (father, deceased); unidentified mother (deceased); Bora, Brix, Daemos, Jennix, Morlun, Verna (siblings)

GROUP AFFILIATION: Web-Warriors; formerly the Inheritors

EDUCATION: Unrevealed

HEIGHT: 13'; (Karn) 6'2"

WEIGHT: 800 lbs.; (Karn) 200 lbs.

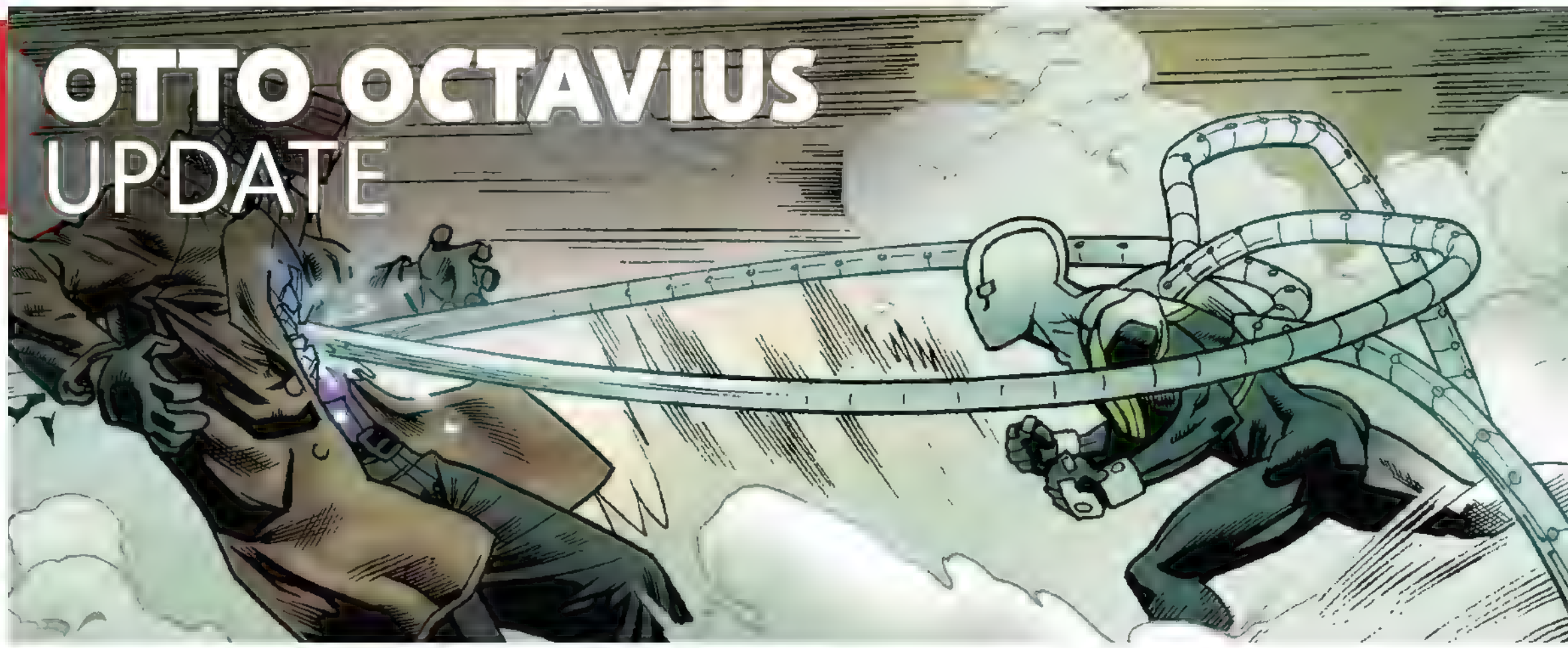
EYES: Red **HAIR:** Brown

ABILITIES/ACCESSORIES: Karn is an immortal, vampiric being sworn to protect the Web of Life and Destiny (A.K.A. the Great Web), a three-dimensional model in five-dimensional space—essentially a map of the entire Multiverse—allowing travel between universes via interdimensional portals. As Master Weaver, Karn can spy on or communicate with others in different realities. He can manipulate the skeins to predict the future or unravel realities—causing objects, individuals or entire universes to cease to exist. If the Web is damaged, Karn's abilities diminish, but will be restored once the Web is repaired. Additionally, Karn can weave clothing through the substance of the Web. However, being away from the Web drains him of energy and unbalances his senses. Karn possesses superhuman strength, lifting in excess of 50 tons, and regenerates from injury; he heals more rapidly if absorbing another's life force. For centuries, if Karn's immortal body was destroyed, he could be cloned through his brother Jennix's technology—but the cloning facility was destroyed, removing that option for all Inheritors. Karn constantly hungers for Spider-Totem life force, but only drains what he needs to survive rather than kill; he is unsure whether his hunger will one day become uncontrollable. Karn wielded a trident of his own design that not only unlocked the Master Weaver armor, but also conducted and discharged enormous amounts of energy, and could be thrown with deadly accuracy.

FIRST APPEARANCE: *Superior Spider-Man #32* (2014); (Master Weaver) *Amazing Spider-Man #15* (2015)

ART BY GIUSEPPE CAMUNCOLI, DAVID BALDEÓN, HUMBERTO RAMOS & MIGUEL SEPULVEDA

OTTO OCTAVIUS UPDATE



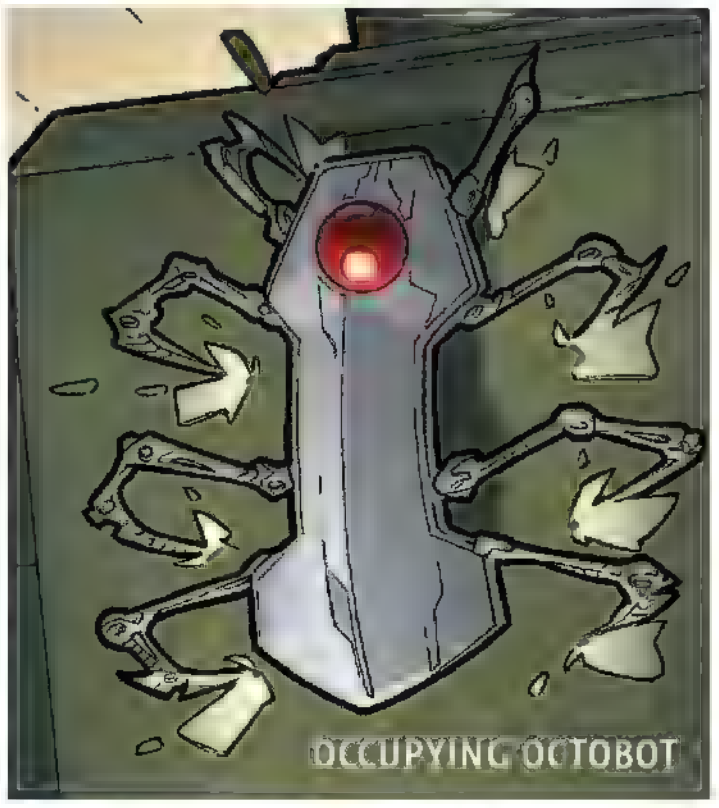
HISTORY UPDATE: During a time-travel accident, Otto Octavius—then inhabiting Peter Parker's body—was drawn into a battle with the vampiric Inheritors alongside a bevy of spider-powered heroes from across the Multiverse. Among them was a Peter Parker from Octavius' own future, which Octavius realized meant he was doomed to lose control of Parker's body. After helping defeat the Inheritors, Octavius began to tear apart the Great Web of Life and Destiny, hoping to stave off his fate, but Parker defeated him and sent him back to his proper time and place; his memory of the event was erased when he crossed his own timestream. However, Octavius had created a backup of his consciousness and downloaded it into his robotic assistant, the Living Brain; as Octavius anticipated, the consciousness activated after Parker reclaimed his body.

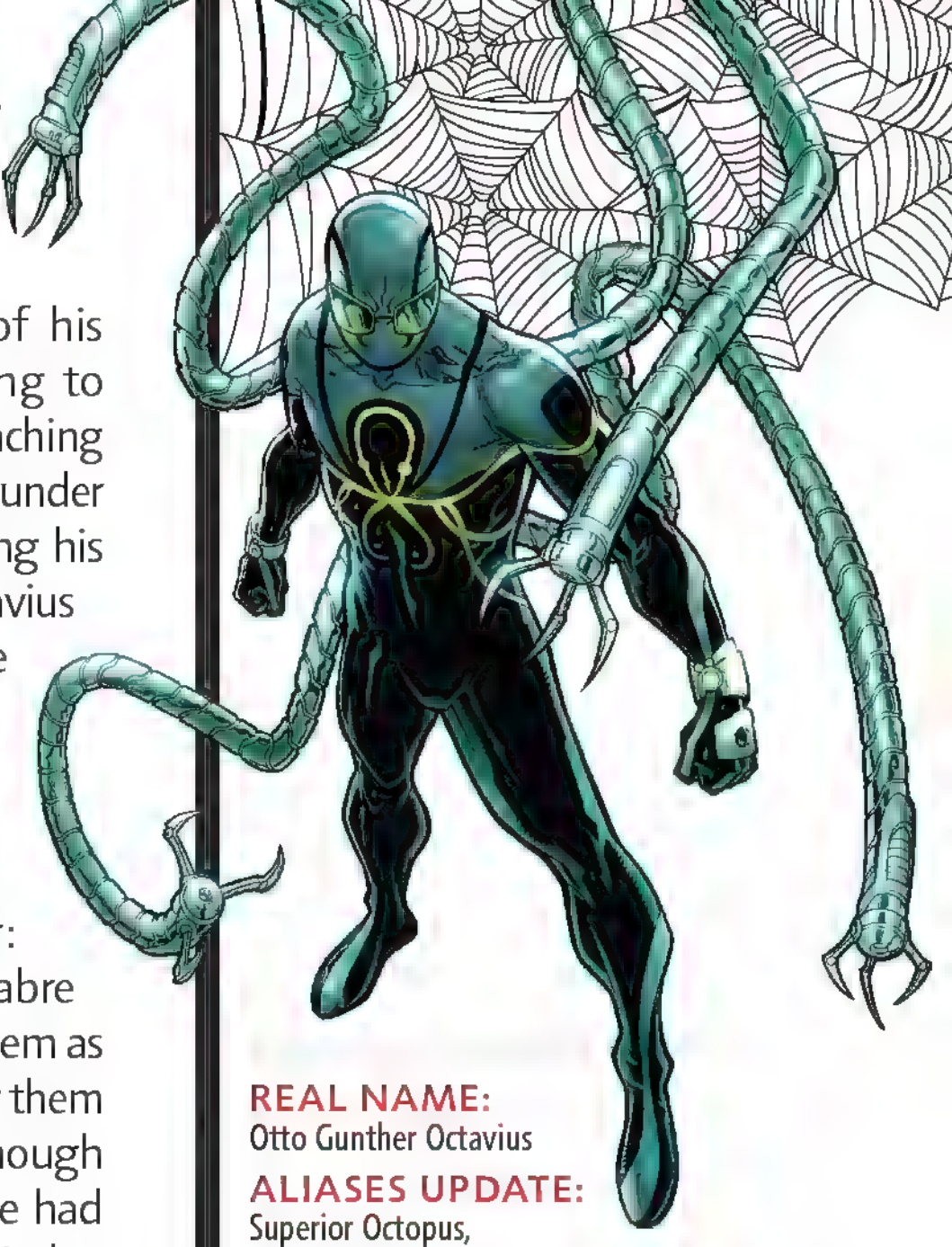
Trapped in the archaic Living Brain and serving as the assistant of his ex-lover, Anna Maria Marconi, Octavius hacked into financial systems and manipulated the markets to grow Parker Industries, the company he'd founded while acting as Parker, into a global titan. Unable to find a new body for his mind, Octavius began researching New U, a cloning company secretly run by the Jackal (Ben Reilly). During a diagnostic check of the Living Brain, Octavius was incredulous when he inadvertently learned he had willingly given up Parker's body and the life he created as him to save New York from the Goblin King (Norman Osborn). Unable to accept the truth, the Living Brain went berserk and self-destructed; Octavius transferred his consciousness into one of his Octobots and arranged to have his original body cloned by New U; he downloaded his mind into the clone and formed an alliance with the Jackal, who planned to use his cloning technology to free humanity from the scourge of death. The Jackal subsequently kidnapped Marconi to assist them. She was greatly displeased to be reunited with Octavius, but he retained his fondness for her. When

the Jackal offered to "improve" Marconi's dwarfism via cloning, the offended Octavius triggered a signal that killed most of New U's clones—including himself.

Octavius cheated death again, however, and transferred his mind into a new clone—a synthesis of Peter Parker and Otto Octavius. Returning to one of his abandoned hideouts in California, Octavius found that the terrorist organization Hydra had taken it over. Learning Hydra intended to destroy Parker Industries, Octavius joined them, devising a new costumed identity as the Superior Octopus. When Hydra, under the command of Captain America (secretly a Cosmic Cube duplicate of Steve Rogers), launched its takeover of the United States, Octavius made his play for Parker Industries, using the back doors he'd built into its systems to turn Parker's technology against him. Not wanting his company to fall into the hands of Hydra or Octavius, Parker destroyed all of Parker Industries' technological infrastructure, leaving Octavius with nothing to seize. Octavius' "victory" nevertheless impressed his Hydra masters, who put him in command of a new team of Hydra-affiliated Avengers. Ultimately, Hydra was defeated, but Octavius escaped in the confusion and returned to New York. Despite his animosity toward Peter, Octavius remained fond of May Parker, Peter's aunt and Octavius' former fiancée, and when he later saved May from the deranged boy symbiote Goblin Childe (Normie Osborn), Spider-Man made peace with his foe and allowed him to escape.

Octavius made the best of his new lease on life, relocating to San Francisco and taking a teaching position at Horizon University under the alias Elliot Tolliver; among his coworkers was Marconi. Octavius also began to fight crime as the Superior Octopus, deeming himself California's only competent super hero. Octavius did not intend to be a typical vigilante, however: When he fought the macabre Night Shift gang, he hired them as henchmen instead of handing them over to the authorities. Although Octavius publicly claimed he had been brainwashed to serve Hydra, his past came back to haunt him when Arnim Zola attempted to forcibly conscript him back into the organization. Octavius defeated both Zola and his bio-duplicate of the martial artist Gorgon (Tomi Shishido) and warned Zola never to return.





REAL NAME: Otto Gunther Octavius

ALIASES UPDATE: Superior Octopus, Dr. Elliot Tolliver; formerly Living Brain

IDENTITY UPDATE: (as Octavius) Publicly known; (as Tolliver) secret

OCCUPATION UPDATE: Science professor

GROUP AFFILIATION UPDATE: Formerly Hydra, Avengers, Spider-Army, Superior Spider-Army

HEIGHT: 5'10"

WEIGHT: 175 lbs.

EYES: Dark brown **HAIR:** Black

ABILITIES/ACCESSORIES UPDATE: Octavius' cloned body possesses all of Spider-Man's powers, including superhuman strength (lifting at least 10 tons), endurance, speed and reflexes; the ability to cling to surfaces; and a spider-sense that warns him of impending danger. He also requires very little sleep. The Superior Octopus' costume is composed of unstable molecules and incorporates his mechanical tentacles as well as an electromagnetic pulse generator, sonic blasters and a vision-obscuring ink dispenser. The costume's goggles protect him from hypnotism and can be electrically charged to burn off foreign substances. Octavius has also adapted Inheritor cloning technology to transfer his mind at the point of death into a waiting body, rendering him functionally immortal.

1 2 3 4 5 6 7

INTELLIGENCE

STRENGTH

SPEED

DURABILITY

ENERGY PROJECTION

FIGHTING SKILLS

FIRST APPEARANCE UPDATE: (Superior Octopus) *Amazing Spider-Man #25* (2017)

ART BY GIUSEPPE CAMUNCOLI, JIM CHEUNG, MIKE HAWTHORNE & R.B. SILVA

TERESA PARKER

HISTORY: Teresa Parker is the second child of CIA spies Richard and Mary Parker, but because the Parkers were deep undercover, she had to be given up for adoption shortly after birth with no public records of her birth. Years later, unaware of the identity of her birth parents, she was recruited by Nick Fury into the CIA, where she learned of a criminal enterprise in Europe led by the Kingpin (Wilson Fisk) that centered around the "son of Richard Parker," Peter Parker (Spider-Man). Investigating Richard's background, she found evidence she also was Richard's child. When Kingpin's agents attacked Parker, Teresa rescued him, explaining who she was and bringing him to Monaco. Richard and Mary's former handler, Emile Chigaru, told them of the Kingpin's goal: to claim hidden gold protected by a Nazi Sleeper robot trapped by Richard so it could only be unlocked with Richard's DNA. Chigaru also revealed the location of Richard and Mary's safe house. There, they found a map to the Sleeper's location, but Kingpin's agents blew up the house. In rescuing Teresa, Peter's clothing was burned away, revealing his Spider-Man costume beneath. Kingpin and his minion Mentallo (Marvin Flumm) beat them to the Sleeper's location in Cairo, Egypt, where Kingpin "revealed" that Mentallo had implanted the idea she was Peter's sister in her mind in order to lure him to Europe. When Kingpin threatened Teresa's life, Peter—recognized as Richard by the trap's security—unleashed the Sleeper as a distraction then battled the rampaging machine, eventually crashing it into the vault and burying the gold. An enraged Kingpin tried to kill Peter and Teresa, but Mentallo, infuriated by Kingpin's abuse, lashed out mentally, removing the memory of the incident and Parker's identity from Kingpin's and Teresa's minds.

Leaving the CIA, Teresa joined Gray Blade, an off-the-books division of S.H.I.E.L.D. focused on hostage rescue and intelligence—but when she discovered Gray Blade's Project Twilight, detailing methods to defeat super-powered individuals using information gleaned from the Tinkerer (Phineas Mason), not wanting it to fall into the wrong hands, she injected the plans into her bloodstream as nanodata and became a fugitive. Recovering her recollection of Peter's identity from her buried memories, she sought his help. After acquiring a flight suit and other gear from Tinkerer's brother, the Mason (Hophni Mason, actually the Tinkerer in disguise), she aided Peter and his friend the Human Torch (Johnny Storm) in confronting the Kingpin about untraceable phones Peter believed Kingpin was supplying to criminals. In reality, after meeting an alien Vedomi (an artificial intelligence), the Tinkerer came to believe in the superiority of A.I. and was distributing the phones as part of a plan to enable the Vedomi to invade Earth. During this encounter, Kingpin suggested he had lied,

and that Teresa was a Parker after all. To prevent her stolen information from coming to light, Gray Blade Director Corben Mintz sent J. Jonah Jameson a photo of Spider-Man and Teresa, claiming she was a traitor to the United States, making her a fugitive in the eyes of the public. After an attack by Tinkerer's agents Vulture (Adrian Toomes) and Whiplash (Anton Vanko), the Avenger Black Panther (T'Challa) offered Teresa refuge at the Wakandan Embassy, while Hawkeye (Clint Barton) attempted to take her into S.H.I.E.L.D. custody, both presumably to safeguard the information she possessed. The Parkers escaped, and the Mason offered to bring Teresa to a medical colleague who could remove the data from her bloodstream. Instead, he took her to his lair, where he revealed his identity and held her captive. Mintz and Gray Blade attacked the Tinkerer, but the Vedomi invasion was already underway. Hoping to find a way to thwart the invasion, Peter, Teresa and Jameson used the Time Platform created by Doctor Doom (Dr. Victor Von Doom) to travel back to an alternate but identical past. While there, at her parents' New York safe house, Teresa found photos and a birth certificate confirming she was the Parkers' daughter. With Jameson, she located the Tinkerer and from a Vedomi scout, obtained tech that would stop the invasion by rewriting the Vedomi's group mind. The trio returned to their own reality, where Spider-Man let the scout's tech envelop his body and made the Vedomi believe its mission complete and leave. Afterward, Teresa turned herself over to police custody for stealing government intelligence.

REAL NAME: Teresa Elizabeth Parker

ALIASES: "Ms. Penguin" (self-suggested super hero name), "Good Punisher" (nickname used by Human Torch and Spider-Man), "Sis," Teresa Durand (adopted name)

IDENTITY: No dual identity

OCCUPATION: Former secret agent

CITIZENSHIP: USA, with a criminal record

PLACE OF BIRTH: Unrevealed

KNOWN RELATIVES: Richard Parker (father, deceased), Mary Parker (mother, deceased), Peter Parker (Spider-Man, brother), William "Wild Will" Fitzpatrick (maternal grandfather, deceased), Ben Parker (uncle, deceased), May Parker-Jameson (aunt), J. Jonah Jameson Sr. (uncle, deceased), Ben & May Parker's unborn child (cousin, deceased), J. Jonah Jameson Jr., April Reilly, Jan Reilly, Sam & Diane Reilly, Greg & Lisa Berian, Roger Reilly, Harold Reilly, Paul & Julia Brehe, Amanda Brehe, Amy Brehe, Alexa Brehe (relatives via extended family)

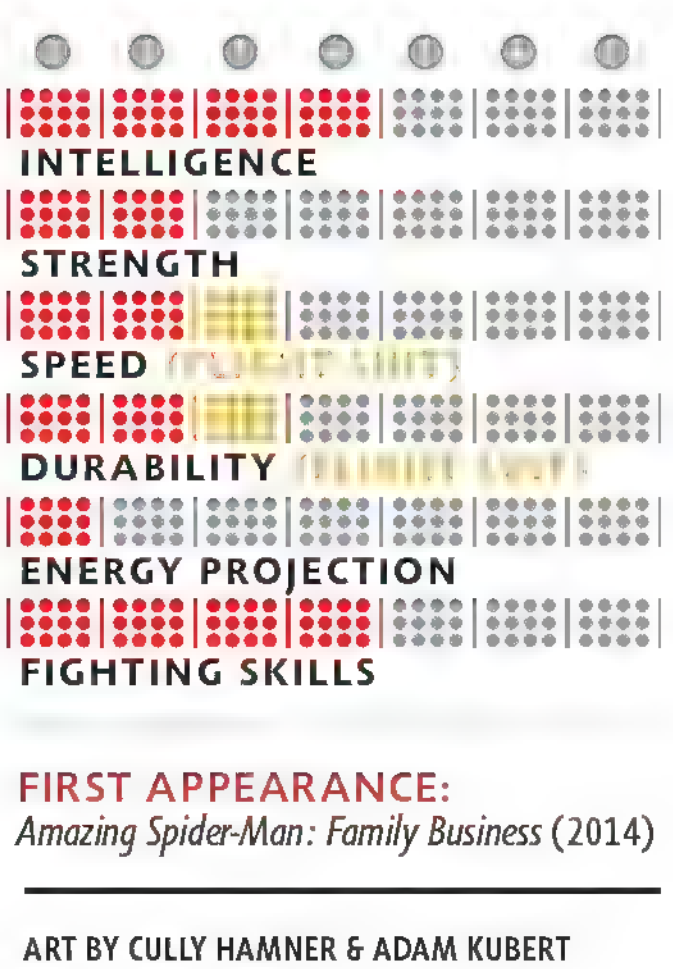
GROUP AFFILIATION: Gray Blade, S.H.I.E.L.D., formerly CIA

EDUCATION: CIA and S.H.I.E.L.D. training

HEIGHT: 5'7" **WEIGHT:** 135 lbs.

EYES: Blue **HAIR:** Light brown

ABILITIES/ACCESSORIES: Teresa is a highly capable espionage agent trained in undercover work, with strong investigative and deductive skills. She is a trained hand-to-hand combatant and marksman. She possesses a winged suit created by the Tinkerer, which allows her to fly, and a pair of guns with several non-lethal options, including Taser bullets and ice bullets. She briefly used Pym Particle-utilizing Ant-Man equipment, which allowed her to shrink to less than an inch tall.



FIRST APPEARANCE: *Amazing Spider-Man: Family Business* (2014)

ART BY CULLY HAMNER & ADAM KUBERT

SCARLET SPIDER (KAINE) UPDATE

HISTORY UPDATE: Years ago, Kaine—the monstrous clone of Spider-Man (Peter Parker)—attacked his fellow clone and sworn enemy Ben Reilly in the Portland, Oregon, home of Reilly's employer, Damon Ryder. Seeking to prove an evolutionary link between dinosaurs and humans, Ryder injected himself with engineered human-reptile DNA. Overcome with bestial rage, the mutated Ryder inadvertently murdered his wife and children while the clones fought, then regained human form. With no memory of his actions, Ryder erroneously believed Reilly had killed them. Reilly subdued the grieving Ryder, but a bemused Kaine left him with the dilemma of killing Ryder or running. Years later, Ryder—now the costumed Raptor—offered to help cure Kaine of the cellular degeneration killing him in exchange for his help seeking revenge on Peter Parker, whom Ryder believed was Reilly using a false identity. Unaware Raptor lacked the knowledge to aid him, Kaine agreed. Spider-Man routed Kaine and Raptor after they abducted his friend Harry Osborn and cousins Amy and Alexa Reilly to force Parker to confess to the Ryders' murders. Kaine strangled Raptor with his bare hands when he tauntingly confessed his inability to aid him.

Later, the family of criminal game hunter Kraven the Hunter (Sergei Kravinoff) began hunting Kaine and other spider-powered superhumans to sacrifice in a ritual to resurrect the then-deceased Kraven. Severely wounded by Kraven's children Ana and Alyosha, presumably for self-preservation, Kaine traveled to Parker's home and warned him of the Kravinoffs' intentions. Left in his bathroom by Parker while he pursued the Kravinoffs as Spider-Man, Kaine awoke and rejoined Spider-Man just as the Kravinoffs escaped with new captives Arachne (Julia Carpenter) and Araña (Anya Corazon). Influenced by a precognitive vision suggesting the Kravinoffs would kill him, Kaine subdued Spider-Man and confronted the Kravinoffs wearing Spider-Man's costume, but was easily overpowered. Kraven's wife, Sasha, fatally stabbed Kaine upon their sacrificial altar, his blood resurrecting Kraven in a state of "unlife" due to the use of Kaine's blood instead of Spider-Man's. After Spider-Man rescued the surviving captives and routed the Kravinoffs, he gave Kaine a proper burial with a headstone inscribed with the words "Kaine Parker – A Brother."

However, for reasons unrevealed, the totemic Spider-Being called the Other (Ero) reanimated Kaine and transformed him into a spider-like hybrid, then apparently stayed bonded with him. Upon emerging from his grave, Kaine was captured by his creator, the Jackal (Miles Warren), who dubbed Kaine "the Tarantula" and further mutated him into a larger spider-creature subservient to his will. The Jackal and Kaine were enlisted by the Queen (Adriana Soria), who ordered the Jackal

to unleash thousands of infected bedbugs that initially endowed anyone bitten with Spider-Man's powers but eventually transformed them into spider-like beasts loyal to her. The Jackal dispatched Kaine to sabotage the efforts of Parker and his Horizon Labs colleagues to cure the malady. While battling Spider-Man, Kaine was submerged in a tank of their antidote, restoring his human form, halting his cellular degeneration and freeing him from the Jackal's control. Outfitted with a stealth-capable Spider-Man costume, Kaine joined Spider-Man and New York's other heroes to oppose the Queen, who had transformed into a gigantic spider-beast. Kaine delivered a seemingly lethal strike with his newly discovered forearm talons.

Kaine left New York seeking a solitary life in Mexico but kept the stealth suit at the request of Julia Carpenter (now the blind psychic Madame Web), who "locked" it in a red-and-black design. On the way to Mexico, Kaine rescued the psychically powered María Aracely Josefina Penalba de las Heras from a gang of traffickers; he took her to a local hospital and ordered Dr. Donald Meland and his husband, police officer Wally Layton, to help her. Intent on reaching Mexico, Kaine nevertheless donned the stealth suit and intervened when a fire-manipulating superhuman attacked the hospital seeking Penalba. After defeating the fire-

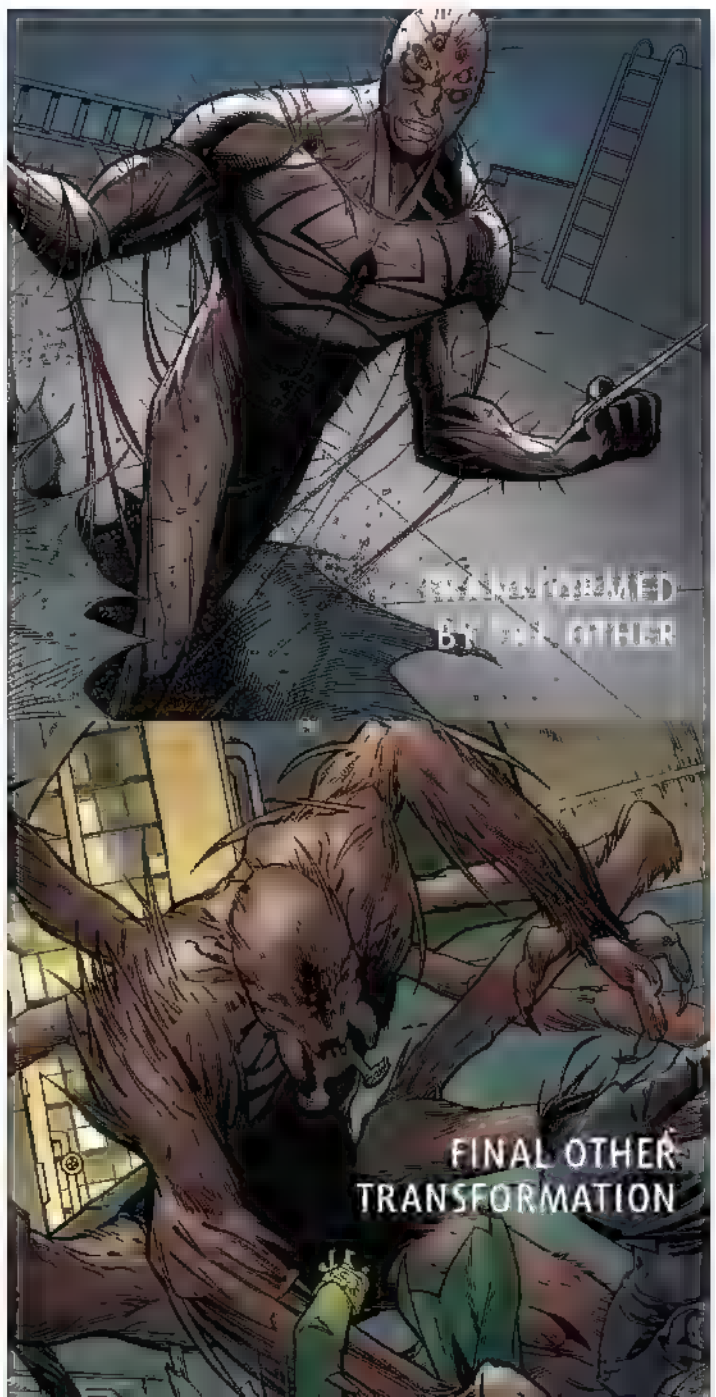
manipulator, Kaine returned to the hospital, where Layton and Meland urged Kaine to remain as Houston's resident super hero—and as a guardian for Penalba, who was certain to be deported otherwise.

Housing himself and Penalba at Houston's Four Seasons Hotel using funds he stole from criminals, Kaine reluctantly agreed to stay, but bristled when the news media dubbed him the Scarlet Spider—a heroic identity Reilly once used. Kaine cautiously formed friendships with Layton, Meland and Penalba, as well as a burgeoning romance with bartender and musician Annabelle Adams. Kaine faced several criminal threats as the Scarlet Spider and became aware of the Other, who resurrected him after criminal werewolves Carlos and Esmeralda Lobo killed him in battle; the Other stated their bond was to help Kaine survive what was coming. Kaine was again accosted by the Kravinoffs, who abducted his friends and viciously injured Meland to goad Kaine into fighting Kraven. Shortly thereafter, Kaine unconsciously transformed into a gigantic spider-creature battling the totemic being Shathra, causing Adams to flee in horror and Layton, blaming Kaine for Meland's injuries, to tell him to leave town. Kaine and Penalba traveled to Mexico to search for Penalba's parents, but became embroiled in a plan created by the High Evolutionary (Herbert Wyndham) to kill Earth's superhumans, believing it would ultimately save humanity. Kaine and Penalba allied with the re-formed New Warriors to oppose the High Evolutionary. Penalba eagerly joined the team in her costumed Hummingbird identity, but Kaine did not want to. Ultimately he was convinced to join by team leader Justice (Vance Astrovik), despite's Kaine's irritation with Justice's altruistic nature.

The Warriors were attacked and soundly defeated by Daemos of the Inheritors, who sought to feed on Kaine's life essence. Kaine was rescued by members of the Spider-Army—spider-powered heroes from alternate realities amassed to combat the Inheritors, who had embarked on a multidimensional hunt for the Spider-Totems on which they feasted, and hunted Kaine as the "Other," one of three Totems they specifically targeted for sacrifice. After helping Earth-94's Spider-Man (Ben Reilly) and Earth-1610's Black Widow (Jessica Drew) destroy the Inheritors' cloning apparatus, Kaine traveled to the Inheritors' home of Loomworld (Reality-001) to combat them directly. The Other transformed Kaine into a gigantic spider-hybrid, and through him attacked the Inheritors, presumably the reason the Other resurrected him twice. The spider-beast killed their patriarch, Solus, but fell to Solus' son, Morlun.

After the Spider-Army defeated the Inheritors and its members returned to their home realities, Kaine emerged alive from the beast's corpse—only to be warned by Loomworld's guardian, the Master Weaver, that not only had his cellular degeneration returned, but that it was a potential cause of global pandemics of the Carrion Virus that had ravaged multiple Earths. Alongside Earth-65's Spider-Woman (Gwen Stacy), Kaine discovered that a commonality among the pandemics was an alliance between Parker Industries and New U Technologies, a biomedical firm using the Jackal's cloning methods to ostensibly heal the incurable and revive the dead. After ensuring Kaine was not contagious, he and Spider-Woman traveled to the Prime Earth to stop PI and New U from joining forces. Kaine was stunned to learn this Jackal was a resurrected, insane Ben Reilly. Alongside Spider-Man and his allies, Kaine helped halt the pandemic. Kaine refused to believe Reilly's apparent death and vowed to hunt him down and kill him.

Kaine located Reilly in Las Vegas, but Reilly convinced Kaine to allow him time to develop a cure for the terminally ill Abigail Mercury, whom Reilly had previously replaced with a clone. While awaiting the outcome of Reilly's efforts, Kaine befriended and eventually began a romance with Terry Wright, the manager of a shelter for wounded veterans; around this time, Kaine's eyes began turning black with red irises, the reason for this is unrevealed. Reilly eventually obtained a cure for Abigail: a vial of blood from a man professing to be the angel Gabriel. However, the Hell-lord Mephisto—seeking to punish Reilly for breaking a deal struck during Mephisto's attempted invasion of the city—altered the memories of Kaine and Abigail's mother, Cassandra, to make them think Reilly intended to sell the blood to a pharmaceutical firm. Enraged, Kaine pursued Reilly through the city and eventually shot him with a stolen police handgun. Distraught by his actions after Mephisto restored his memories, Kaine sought comfort with Wright, but Reilly was resurrected by an angelically powered Abigail and driven sociopathic. Reilly repeatedly stabbed Kaine in the chest with Wright's prosthetic arm and warned him to leave town if he survived.



REAL NAME: Kaine

ALIASES UPDATE: "The Other," "Scarlet Spider-Man," Tarantula, Kaine Parker; impersonated Jackal (Ben Reilly), Spider-Man (Peter Parker)

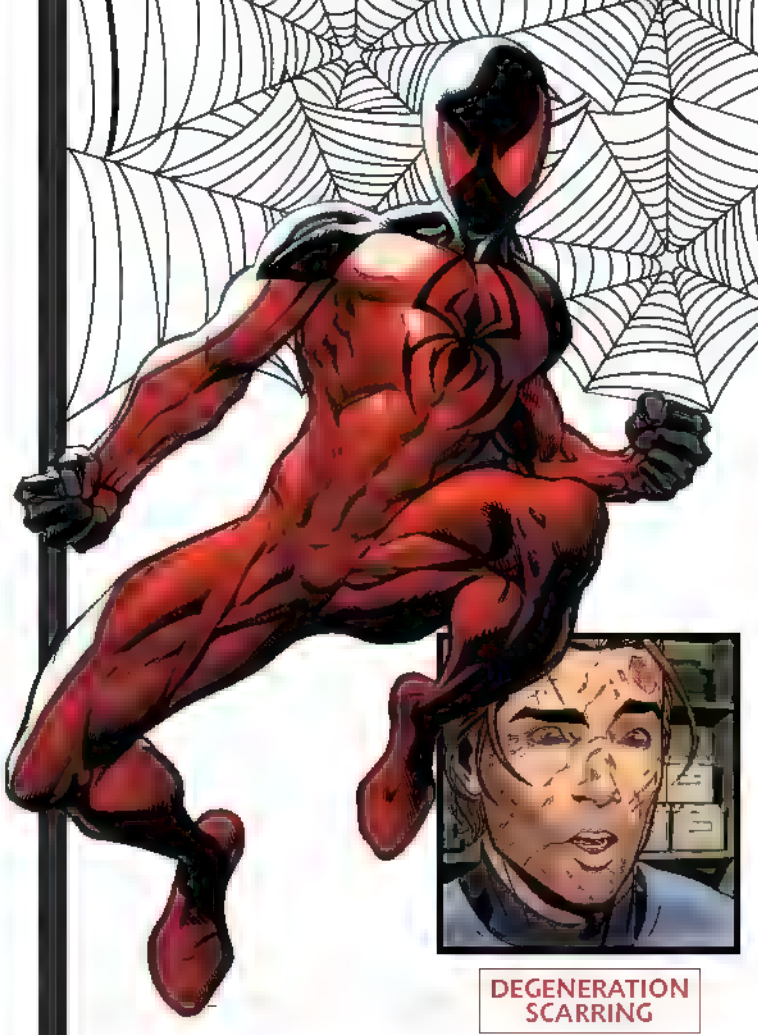
GROUP AFFILIATION UPDATE: New Warriors; formerly Spider-Army

HEIGHT UPDATE:
(As Tarantula) 6'7";
(Other-influenced transformations) variable

WEIGHT UPDATE:
(As Tarantula) 325 lbs.;
(Other-influenced transformations) variable

EYES UPDATE: Red irises with black sclera; formerly hazel

HAIR UPDATE: (As Tarantula) none;
(Other-influenced transformations) variable



ABILITIES/ACCESSORIES UPDATE: Inside Kaine's wrists are glands that generate and project adhesive web-like silk with properties similar to Spider-Man's webbing. Kaine's Scarlet Spider costume is composed of fireproof unstable molecules and woven with an omni-harmonic mesh that can render its wearer silent and invisible through the refraction of light and sound. The suit can alter its outward design and repair damage at the wearer's mental command. Spider-Man also furnished Kaine with a number of tracking devices and an ear-worn receiver attuned to their signal. In his Tarantula form, Kaine gained increased strength, a chitinous hide, four spider-like arms on his back, six additional eyes, and clawed fingers with web-generating glands in his fingertips. Bonding with the Other arrested the cellular degeneration ravaging Kaine's body and afforded him the ability to mentally communicate with spiders, as well as a pair of retractable talons in his forearms. Kaine could also allow the Other to control his body, triggering transformations into numerous spider-like forms—including a gray-skinned, eight-eyed, spike-covered humanoid; his Tarantula form; and a gigantic spider-human hybrid beast. The extent of Kaine's Other-derived powers and transformations could be influenced by the presence of those with totemic ties to spider-powered superhumans, such as Shathra and the Inheritors. If killed, Kaine could regenerate a new body free of injury or scarring and shed the previous body like a cocoon. Kaine can speak Spanish and Japanese.

INTELLIGENCE

STRENGTH (AS TARANTULA) (OTHER-INFLUENCED)

SPEED

DURABILITY (AS TARANTULA/OTHER-INFLUENCED)

ENERGY PROJECTION

FIGHTING SKILLS

FIRST APPEARANCE UPDATE:
(As Tarantula) *Amazing Spider-Man #637* (2010);
(As Scarlet Spider) *Scarlet Spider #4* (2012)

ART BY MARK BAGLEY, CARLO BARBERI, GIUSEPPE CAMUNCOLI, MICHAEL LARK, MINCK OOSTERVEER, KHOI PHAM, HUMBERTO RAMOS, WILL SLINEY, RYAN STEGMAN & MARCUS TO

HISTORY UPDATE: When Ben Reilly—the clone of Spider-Man (Peter Parker)—was killed battling the Green Goblin (Norman Osborn), his architect Miles Warren, A.K.A. the Jackal, created a new Reilly clone from the original's remains. Hoping to develop a cure for his clones' inherent degenerative flaw, Warren killed and re-created Reilly 27 times in the process. Each clone possessed the memories of the original Reilly and their predecessors, their shared mind fracturing due to the trauma of experiencing multiple deaths, until clone #27 broke free and pummeled Warren unconscious. Obsessed with ridding humanity of unnatural death, Reilly developed a capsule that would arrest a clone's degeneration if regularly imbibed, then founded New U Technologies, a medical research firm offering cures to incurable diseases by surreptitiously implanting cloned organs or completely replacing dying people with clones. Assuming Warren's Jackal identity, Reilly built a network of influential people by curing their ailments or resurrecting dead loved ones, using their dependence on his stabilization pills to guarantee his beneficiaries' loyalty. He also created several Warren clones as a support staff, led by a clone of Peter Parker's late girlfriend Gwen Stacy, and amassed a personal army of costumed criminals by resurrecting their dead family members.

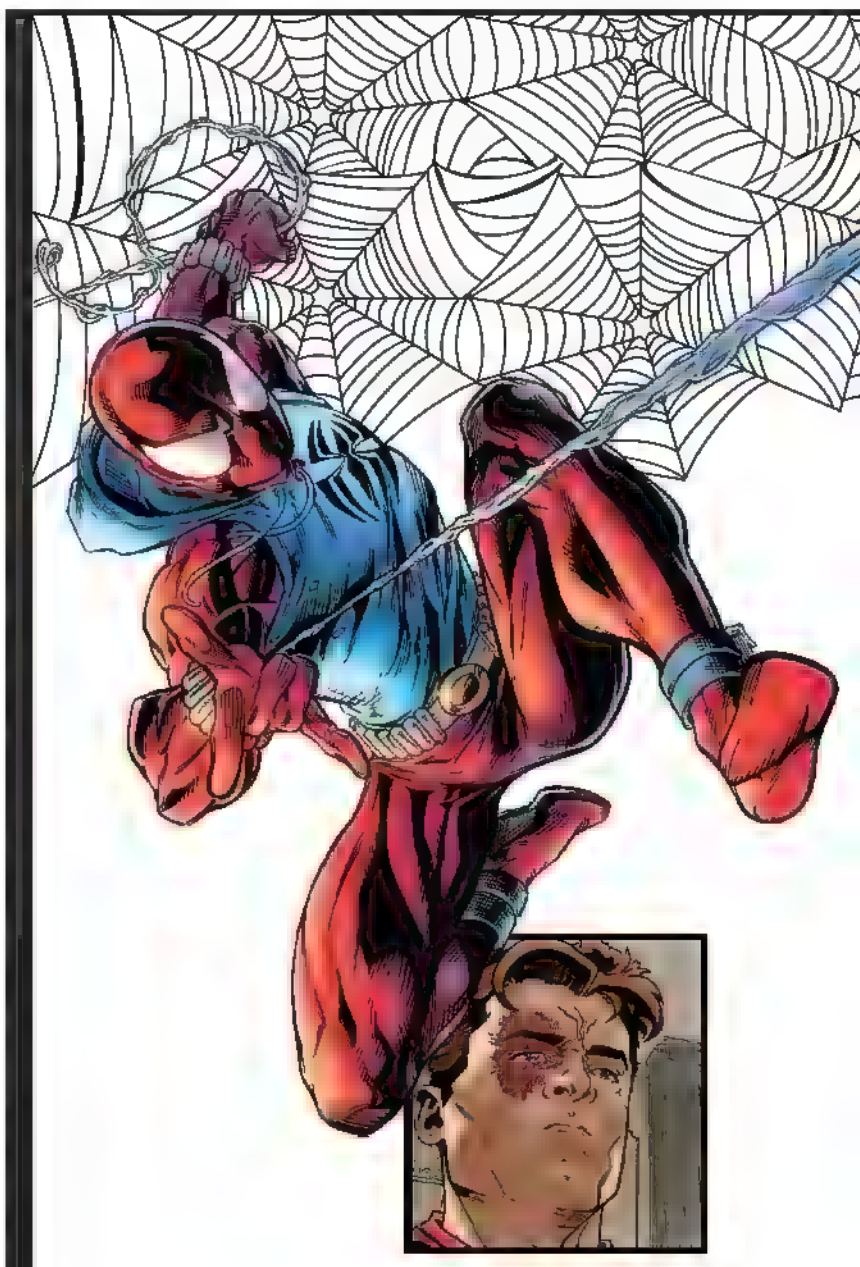
The Jackal sought to use Peter Parker's global conglomerate Parker Industries (PI) to expand New U's influence across the world, either by allying with Parker or by killing him and using his identical appearance to assume his identity if he refused the alliance. After traveling to New U's headquarters within San Francisco's Transamerica Pyramid, Parker was disquieted by the Jackal's cloning of many of his dead friends and relatives, shocked to learn that the Jackal was Ben Reilly and sickened at his offer to reanimate Parker's late Uncle Ben. When Parker rejected the offer, Reilly ordered a group of cloned villains who had died fighting Spider-Man to kill Parker, but this proved to be his own downfall when he enraged a clone of Doctor Octopus (Otto Octavius) by inadvertently insulting his onetime love, PI scientist Anna Maria Marconi, who was present to help Parker in his investigation of New U. Octopus triggered an audio signal that caused all the clones in the shielded building to degenerate; a panicked Reilly broadcast the signal worldwide to destabilize all clones across the globe; Reilly intended to spread the Carrion Virus through the destabilized clones, then re-create humanity through cloning after the virus ravaged the population. Parker broadcast a stabilization signal Marconi developed using PI's Webware smartphones, stabilizing any clones outside the building. Hideously scarred by the degeneration signal, Reilly feigned his death amidst the other clone remains, stabilized himself with a stolen Webware and fled to his safe house, only to find the original Warren in his Jackal costume burning Reilly's cache of money and false identification. Defeating Warren and leaving him buried in the flaming rubble, Reilly fled to Las Vegas, Nevada, where he attracted the attention of casino owner Cassandra Mercury. Cassandra's daughter, Abigail, suffered from an incurable degenerative disease and was one of the people Reilly had replaced

AS THE JACKAL

with a clone. When the clone disintegrated, the real Abigail was found, still suffering from her disease. Introducing himself only as "Peter," Reilly convinced Mercury to let him research a true cure for her daughter, intending to both redeem himself and stave off Cassandra's threat to kill him if he failed.

As he worked toward saving Abigail, Reilly occasionally engaged in costumed heroics as the Scarlet Spider again, first using a costume he stole from a cosplayer, then stealing a replica of his original costume from a member of the Web-Spinners, a trio of non-powered vigilantes wearing Spider-Man costumes.

Kaine, who had opposed Reilly's New U schemes and refused to believe his death was genuine, tracked Reilly to Vegas intending to kill him, but Reilly convinced him to stay his hand until his work to save Abigail was complete. Reilly also attracted the attention of the personification of Death, who told him his soul was severely damaged due to his multiple deaths but could be healed if he lived an honest, heroic life. Death healed Reilly's bodily scarring as a gift, but the scars over his right eye returned when he viciously beat Mercury's brother and rival Silas Thorne to intimidate him into ceasing his vendetta against Mercury. Reilly learned of Sheldon Sanders, a scientist working on a cure for Abigail's illness; when Sanders stopped replying to his emails, Reilly traveled to the naval base employing him, only to face Sanders' lab assistant Karl Lykos—the reptilian energy vampire Sauron. Sanders was then inadvertently killed by Sauron when he intercepted a fatal strike meant for Reilly. The dying Sanders referred Reilly to his true benefactors, the mysterious Diogenes Initiative, whose leader, a man professing to be the angel Gabriel, gave Reilly a vial of his blood as a cure for Abigail. Before Reilly could administer it, the Hell-lord Mephisto, unwilling to give up Reilly's soul, tricked Reilly into not administering it until after Abigail had passed. After breaking out of Mephisto's ruse, Reilly injected the blood into Abigail anyway, but Mephisto altered Mercury and Kaine's memories to make them think Reilly hadn't given Abigail the cure because he intended to sell Gabriel's blood, prompting Mercury and Kaine to pursue him across the city. Eventually, Kaine gunned him down with a stolen policeman's gun. Mephisto attempted to claim Reilly's soul, but an angelic version of Abigail appeared, now cured and mystically powered, and resurrected Reilly in thanks for all he sacrificed to save her. However, Reilly was driven sociopathic due to the damage to his soul. He later confronted Kaine, viciously stabbed him with his own girlfriend Terry Wright's prosthetic arm and threatened to kill him if he survived and did not leave town.



REAL NAME: Benjamin Reilly

ALIASES UPDATE: "Peter," Jackal, Henry Jones

OCCUPATION UPDATE: Former CEO of New U Technologies, English literature teacher, janitor, lab assistant

FIRST APPEARANCE UPDATE: (As Spider-Man's clone) *Amazing Spider-Man #149* (1975); (Scarlet Spider) *Web of Spider-Man #118* (1994); (Spider-Man) *Sensational Spider-Man #0* (1996); (Jackal) *Free Comic Book Day 2016: Captain America* (2016)

ART BY MARK BAGLEY, JIM CHEUNG, KHARY RANDOLPH & WILL SLINEY

SP//dr

HISTORY: A symbiotic wearable mech suit, SP//dr was developed on Earth-14512 by Oscorp to protect the citizens of an unidentified city. When the suit's initial pilot was mysteriously killed, his 9-year-old daughter—the quiet, smart and reclusive Peni Parker—was taken into the care of her Aunt May and Uncle Ben, who were also technicians on the suit. Because her psychogenetic compatibility made her the only choice to continue with the SP//dr project, Peni accepted the bite from the suit's independent spider creature that enacted the connection between pilot and mech; privately, Peni still sought her late father's approval by accepting the responsibility. Due to the connection with SP//dr, the suit's spider became Peni's constant—but sometimes hidden—companion. Five years later, her skills maneuvering the suit had improved, but occasionally listening to music while piloting it helped her focus and defeat her foes. In between action, she became a vegetarian and began attending an advanced high school. However, when she had to be excused to secretly become SP//dr, her absences led to rumors that Peni was the SP//dr pilot. At some point, Daredevil became a mentor and helped her stop genetically enhanced gangs. Later, Peni was alerted by Spider-Ham (Peter Porker, Reality-8311) and Old Man Spider (Ezekiel Sims, Reality-4) that vampiric Inheritors were hunting the Multiverse for Spider-Totems. Despite her incredulity, Peni trusted her suit's spider, which believed the two strangers. She followed them to Reality-13, protected by a Uni-power-charged Peter Parker, where many Spider-Totems had gathered to counter the Inheritors. However, the Inheritors attacked and overwhelmed the Spider-Totems, who ultimately retreated to Earth-3145, a desolate world saturated by radiation lethal to the Inheritors. Later, SP//dr joined the Spider-Army's savage but victorious battle against the Inheritors on Loomworld (Earth-001), returning to her home reality afterward. After Parker shared her experiences, May helped enhance short-range, explosive web-traps for SP//dr, which were fired from wrist-mounted cartridges. May and Ben also secretly developed a mech counterpart called VEN#m, piloted by one of Peni's fellow students, but it proved dangerously unstable for use.

REAL NAME: Peni Parker
ALIASES: None
IDENTITY: Secret
OCCUPATION: Adventurer
CITIZENSHIP: Unrevealed location (Reality-14512)
PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: Unidentified father (deceased), May (last name unrevealed, aunt), Ben (last name unrevealed, uncle)
GROUP AFFILIATION: Formerly Spider-Army
EDUCATION: High school student
HEIGHT: 4'11"; (in suit) 9'
WEIGHT: 105 lbs.; (in suit) 900 lbs.
EYES: Brown **HAIR:** Black
ABILITIES/ACCESSORIES: Peni Parker has an above-average intelligence, and has a unique genetic link with the SP//dr mech via a special spider; the spider's abilities and specifications are unrevealed. The suit can stick to surfaces, leap high distances, incorporates an air-filtration system for the pilot and has been upgraded to include short-range, expanding web projectiles. The suit's internal battery has a limited charge due to its high power requirements. It becomes inert without the pilot sitting inside the chest cavity and helmet, and can be folded in order to be carted away in a van.

INTELLIGENCE
STRENGTH
SPEED
DURABILITY
ENERGY PROJECTION
FIGHTING SKILLS

FIRST APPEARANCE: *Edge of Spider-Verse #5* (2014)

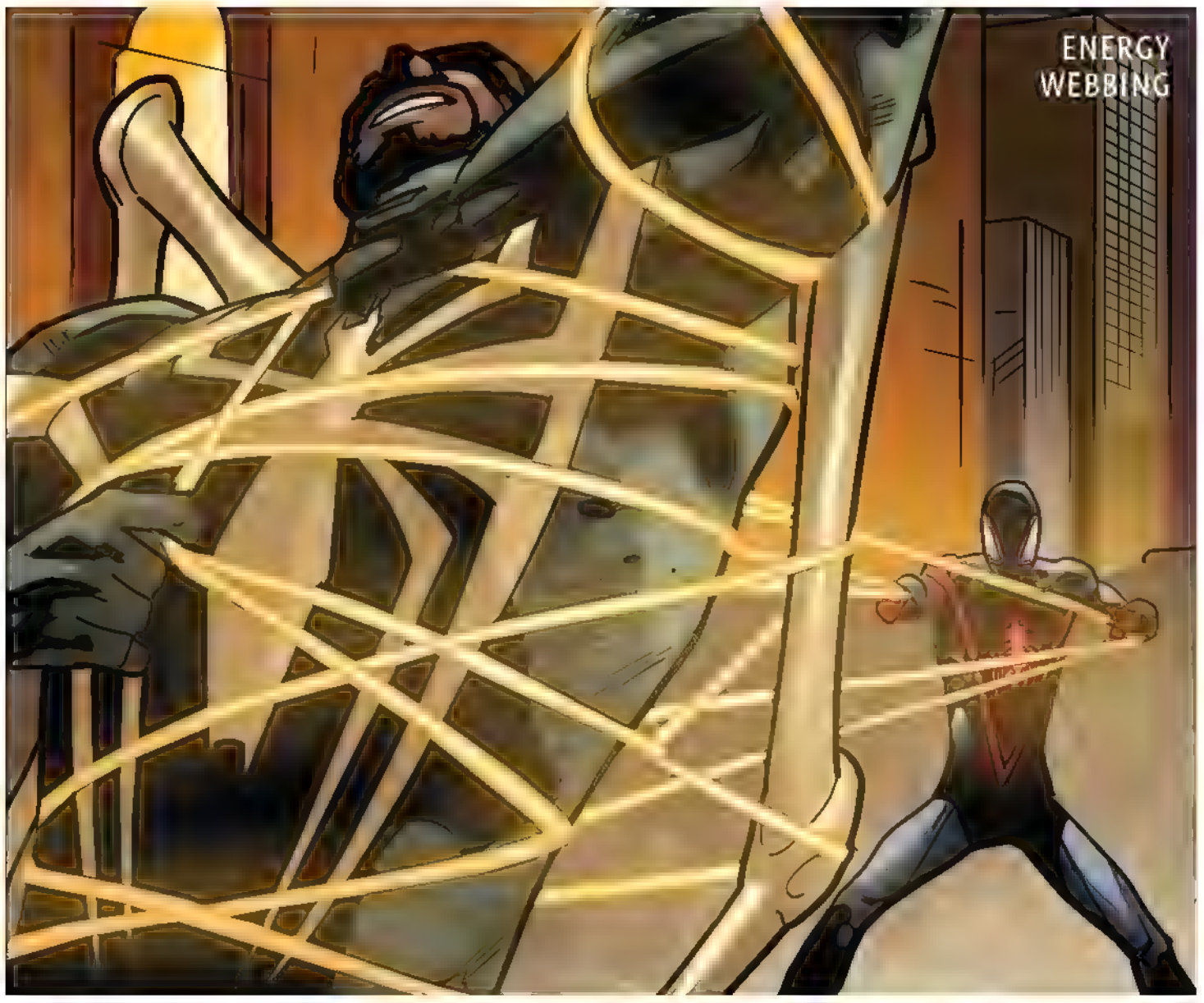
ART BY ALBERTO ALBURQUERQUE, TODD NAUCK & JAKE WYATT

SPIDER-MAN (MILES MORALES) UPDATE

HISTORY UPDATE: Surviving Battleworld's destruction, Miles Morales found himself on the reconstructed Prime Earth, only vaguely aware he originated in a different universe. The Molecule Man (Owen Reece) revived Morales' dead mother (Rio Morales) and relocated Morales and his family to the Prime Reality, apparently to demonstrate gratitude for a kindness Morales had shown him on Battleworld—Morales had given him the gift of a sandwich. The Molecule Man also resurrected Morales' uncle, Aaron Davis (Reality-1610's villainous Prowler), but Morales was not made aware of this.

Resuming a life similar to that in his native universe, Morales attended the residential Brooklyn Visions Academy with his friend Ganke Lee, visiting his parents on weekends. His father, Jefferson Davis, was aware of his life as Spider-Man; his mother was not. As Spider-Man, Morales joined the Avengers alongside fellow teen heroes Ms. Marvel (Kamala Khan) and Nova (Sam Alexander) under the mentorship of Captain America (Sam Wilson), Iron Man (Tony Stark), Thor (Jane Foster) and the Vision ("Victor Shade"). When Ulysses Cain, an Inhuman, developed the ability to experience the future, the super hero community became divided on how to utilize his power: Captain Marvel (Carol Danvers) sought to prevent upcoming disasters and crimes, while Iron Man felt such a practice amounted to profiling; Spider-Man initially sided with Captain Marvel. Meanwhile, in his private life, Morales' grades began to slip. Concerned, Rio Morales called her own mother for help. Gloria Morales grounded the youth and took away his phone, making it difficult for him to balance his two lives. When Bruce Banner was killed to prevent foreseen events he would commit as the Hulk, Spider-Man changed his stance and sided with Iron Man. Soon after, Captain Marvel wanted to detain Spider-Man when Ulysses predicted Miles would kill Captain America (Steven Rogers). Iron Man battled Captain Marvel to stop her; the battle left him in a coma. Ulysses' powers continued to grow, ultimately evolving him to a higher state of existence and vanish into the cosmos, rendering the conflict moot. Spider-Man was allowed to remain free.

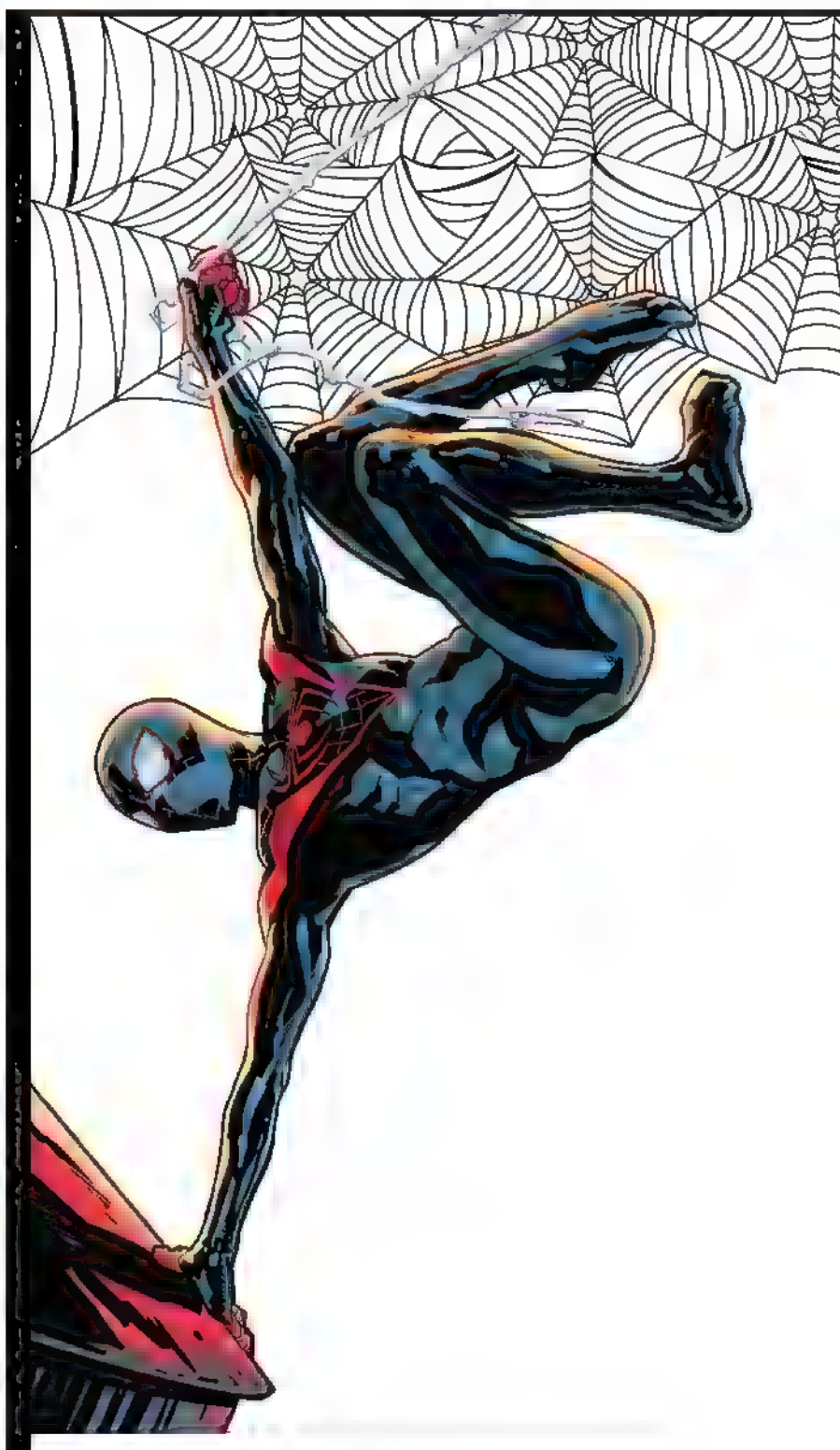
Disgusted with the adult heroes fighting with each other, Spider-Man quit the Avengers and formed the Champions with Ms. Marvel, Nova, Hulk (Amadeus Cho), Viv Vision and Cyclops (the time-displaced teen Scott Summers). Feeling the world needed heroes to lead by example, the Champions set out to fight injustice without undue force, to stop the strong from abusing the weak and to inspire others to fight for a better tomorrow without hate or retribution. To keep his



son's secret identity safe, Davis—a former S.H.I.E.L.D. agent—accepted a new S.H.I.E.L.D. assignment to investigate an alternate reality, but soon vanished into the Multiverse. Spider-Man set out to find his father with the help of Spider-Woman (Earth-65's Gwen Stacy); the pair eventually found the missing Davis. Along the way, Spider-Woman and Spider-Man shared a kiss, Morales' first. Returning home with his father, Morales revealed to his suspicious mother that he was Spider-Man after Davis revealed he was working for S.H.I.E.L.D. Distraught, Rio Morales separated from Davis while she sorted out her feelings of betrayal.

Having reclaimed the name Captain America from Sam Wilson, Steve Rogers (secretly a Cosmic Cube duplicate) led Hydra in a fascist takeover of America; Spider-Man and the Champions joined the resistance led by Hawkeye (Clint Barton) and Black Widow (Natasha Romanoff). After months of fascist rule, Hydra was finally overthrown—but not before Black Widow died while averting Ulysses' prediction of Spider-Man killing Captain America (the Cosmic Cube duplicate). Soon after, Morales joined with Spider-Man (Peter Parker) when they learned of the Prime Earth's version of Miles Morales, a former associate of Kingpin (Wilson Fisk). The elder Morales had discovered the concept of alternate universes and was desperate to find a world in which his wife was still alive; the Spider-Men inadvertently led him to a device that transported him to an apparently somehow reconstructed Earth-1610, where he achieved his goal. Afterward, Morales began to wonder whether he should continue someone else's legacy or forge his own under a new identity.

After learning his bio-electric powers allow him to generate energy "webbing," Morales discovered a villainous plot to steal a S.H.I.E.L.D. Helicarrier. Morales was shocked to find that his uncle—Aaron Davis, as the Iron Spider—was alive and in charge of the operation. Meanwhile, Morales' parents reconciled, his mother finally coming to terms with her son being a super hero. While interacting with the Iron Spider, Morales learned his uncle was unsure how he survived his death (in Reality-1610), a confusing feeling Morales could empathize with, as he also vaguely remembered his mother being killed. Iron Spider tried to convince Spider-Man to join him in a life of crime, but Morales refused. Joined by his fellow Champions, Spider-Man eventually defeated his uncle's plot. Soon after, Spider-Man was recruited by Cable (Nathan Summers) to join a new iteration of S.H.I.E.L.D., led by Leonardo da Vinci, as a secret agent. Later, Spider-Man encountered Venom (Earth-616's Eddie Brock) and instinctively attacked him because he recalled Venom (Earth-1610's Conrad Marcus) causing his mother's death. Brock explained he wasn't the Venom Spider-Man was looking for.



REAL NAME: Miles Morales
CITIZENSHIP UPDATE: USA (Prime Reality)
KNOWN RELATIVES UPDATE: Gloria Morales (maternal grandmother)
GROUP AFFILIATION UPDATE: Champions (Khan's); formerly Spider-Army, Avengers
ABILITIES/ACCESSORIES UPDATE: Spider-Man can generate bio-electricity from his hands, creating energy spinnerets he uses to swing from buildings and snare opponents. His combat training continued to improve due to additional training from the Avengers.

ART BY OSCAR BAZALDUA, JIM CHEUNG, DAVID MARQUEZ & SARA PICHELLI

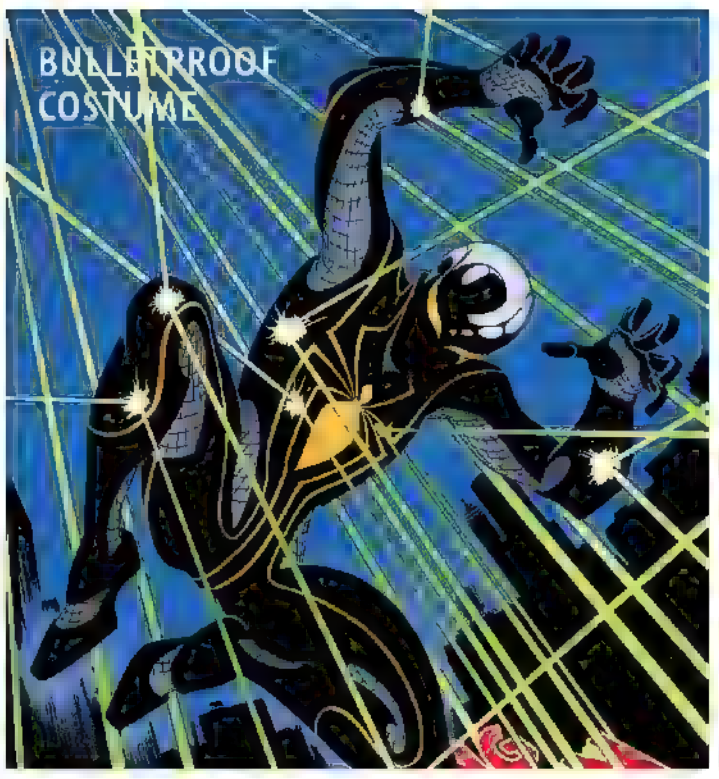
SPIDER-MAN (PETER PARKER) UPDATE

HISTORY UPDATE: Obsessed with revenge against Spider-Man, Sasha Kravinoff, widow of Kraven the Hunter (Sergei Kravinoff); her daughter, Ana Kravinoff; and Ana's half brother Alyosha began a campaign to torment Spider-Man and resurrect their deceased patriarch. Kidnapping precognitive Madame Web (Cassandra Webb), the Kravens began manipulating events to result in misfortune for Spider-Man; whether due to their influence or simply bad luck, Spider-Man's battles with his villains began to end in disaster. A battle with the supercharged Electro (Max Dillon) resulted in the *Daily Bugle*'s destruction and the paralysis of its owner, Dexter Bennett. A series of mysterious murders turned out to be the subconscious of the Sandman (William Baker) attempting to retain custody of his illegally adopted daughter Keemia; although Spider-Man defeated Sandman, Keemia was sent to a neglectful foster home. The cannibalistic Vulture (Jimmy Natale) escaped from prison, and New York mayor J. Jonah Jameson was accused of having funded his creation; Parker attempted to exonerate his ex-employer with a faked photo, but Jameson saw through the ruse and exposed Parker as a fraud, permanently ending his photojournalism career. Next, Spider-Man tried to sway a reformed Rhino (Aleksei Sytsevich) from the path of violence when he was confronted by a deranged wannabe Rhino; the Rhino listened to Spider-Man and spared the impostor's life, only for the impostor to return and kill Sytsevich's wife, Oksana, for which Sytsevich killed the impostor and swore to have his revenge on Spider-Man. Most heartbreaking of all, Curt Connors' Lizard persona returned; Distracted by the Kravinoffs, Spider-Man failed to prevent the Lizard from killing his own son, Billy Connors. Finally, with Spider-Man at his breaking point, the Kravinoffs struck, first sacrificing Spider-Man's former associate Spider-Woman (Mattie Franklin) to resurrect Sergei's son the Grim Hunter (Vladimir Kravinoff) as a shambling, leonine abomination, then sacrificing Spider-Man himself to resurrect Sergei—but Spider-Man's tragic clone Kaine took his place at the last minute, dying in his stead. However, Sergei had found peace in death and wished to die once more—but due to the flawed nature of his resurrection, could only be killed by Spider-Man, who refused to do so, resulting in the renewal of his hatred for the wall-crawler. The Kravinoffs escaped, but not before killing Webb, who transferred her powers to fellow Kraven prisoner Arachne (Julia Carpenter), who became Spider-Man's frustratingly enigmatic psychic advisor.

Meanwhile, Norman Osborn's takeover of America's superhuman infrastructure had reached a breaking point, as the increasingly deranged Osborn launched an all-out assault on Asgard in Broxton, Oklahoma. With the rest of the

Avengers, Spider-Man faced off against Osborn, his impostor Avengers and his HAMMER troops; ultimately, Spider-Man landed the final blow against his longtime archnemesis before Osborn was taken away by the authorities. In the reconstruction that followed, Parker joined Luke Cage's new Avengers team, helping the team face off against the mystical entity Agamotto. Spider-Man also had to deal with the fanatical vigilante Extremist (Tyler Smithson) and the deranged underworld surgeon Doc Tramma; when he was captured by the latter, Black Cat (Felicia Hardy) and Mary Jane Watson made an uneasy alliance to rescue him.

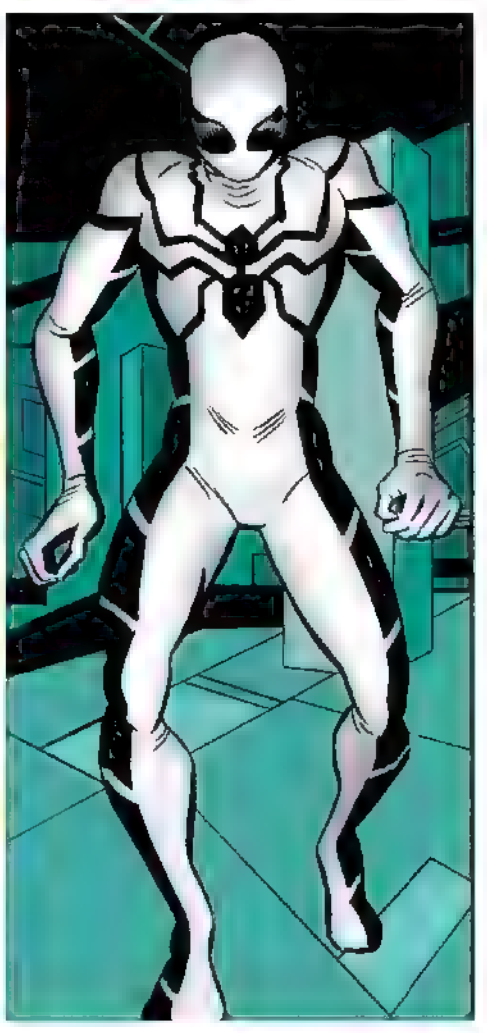
Before long, Parker had to deal with the return of another old foe: Dr. Octopus (Otto Octavius), who was dying as a result of the lingering brain trauma he'd incurred over the years, and wished to stave off death by studying Stanley Osborn, the newborn child of Harry Osborn and the Goblin-serum-mutated Menace (Lily Hollister). Ock placed a massive bounty on the child, sending an army of super villains scouring the city as Spider-Man single-handedly defended the baby. Spider-Man prevailed, unleashing the Lizard on Octavius, and Harry went into hiding with Stanley.

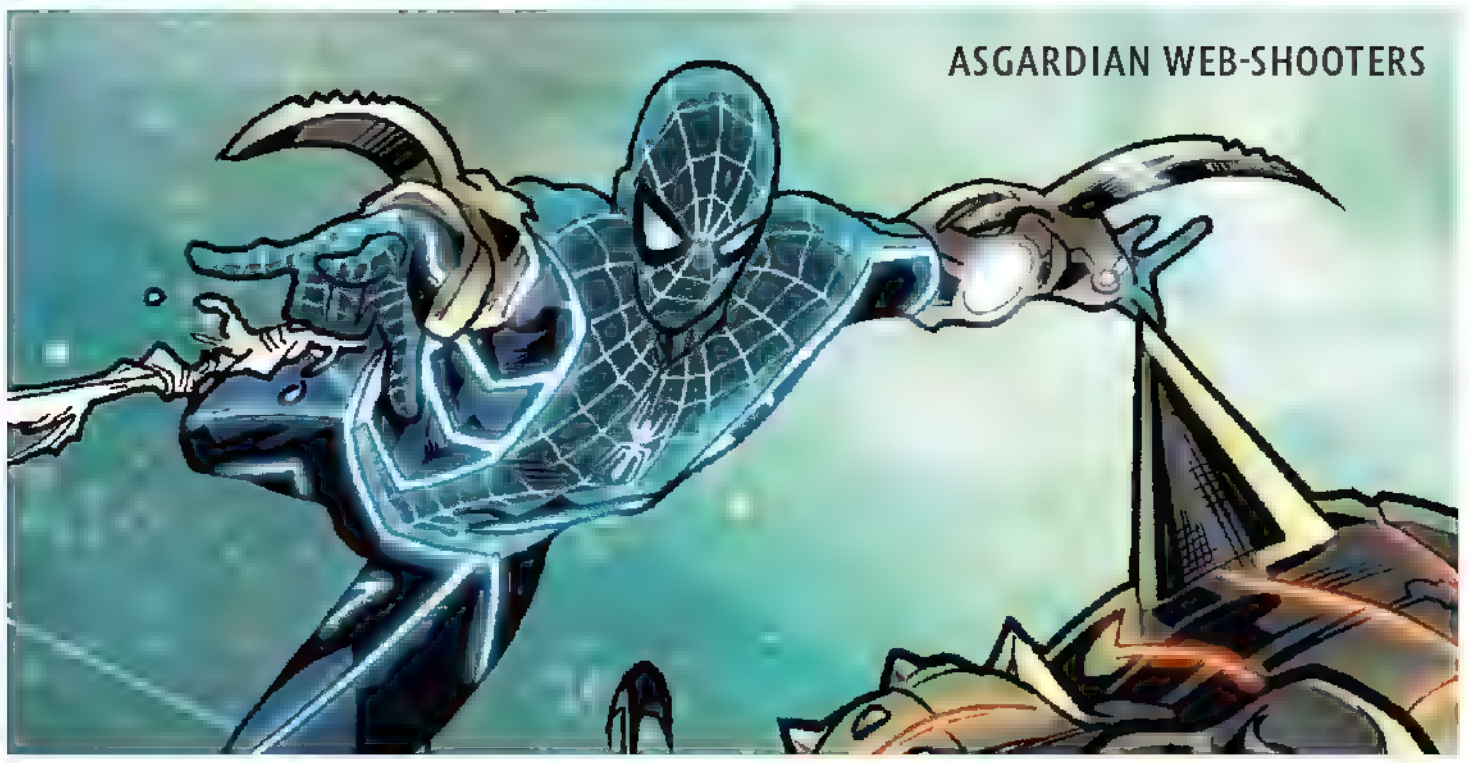


After a clash with the vehicular villain Overdrive, Parker opened a new chapter in his life; he started dating police scientist Carlie Cooper and was hired as a scientist by Horizon Labs, a cutting-edge technology firm. With a steady salary and access to scientific equipment, Parker began experimenting with new high-tech Spider-Man costumes and gadgets, which immediately came in handy when he faced the new sonic-powered Hobgoblin (Phil Urich), who quickly became the chief enforcer for the Kingpin (Wilson Fisk). Wearing a new sonics-resistant stealth suit, Spider-Man teamed with Black Cat to recover a sample of Reverbium, an artificial Vibranium substitute, from Fisk Tower, resulting in the building's complete destruction. Parker's work was soon discovered by Horizon's perceptive head, Max Modell; Parker explained himself by claiming to work for Spider-Man, an excuse that Modell accepted.

When the Spider-Slayer (Alistair Smythe) attacked J. Jonah Jameson's friends and family with an army of cyborg Spider-Slayers, Spider-Man realized they were using an artificial version of his own spider-sense. To disable them, he built a device that would disrupt it, but it adversely affected him as well, completely knocking out his spider-sense. Without it, he was unable to stop Smythe from attacking Jameson; instead, Marla Jameson sacrificed herself and died saving her husband. Spider-Man swore that nobody else would die because of him, which was sorely tested when he faced the sociopathic villain Massacre (Marcus Lyman); however, thanks to a new bulletproof suit, Parker prevailed, even saving Lyman's life. One death he couldn't prevent, however, was that of his longtime friend and rival the Human Torch (Johnny Storm), who perished in the Negative Zone; as per Storm's wishes, Spider-Man took his place on the Fantastic Four. Parker jumped at the chance to honor Storm's memory, even making his own Fantastic Four costume before being informed that they had been reorganized as the Future Foundation. Nevertheless, he proved his worth to them as he aided them against the Sinister Six and a coalition of amoral alternate-universe Reed Richardses.

Together with his former foe Anti-Venom (Eddie Brock) and police captain turned vigilante Wraith (Yuri Watanabe), Spider-Man exposed philanthropist





Martin Li as the Chinatown crime lord Mister Negative. With the Avengers, he also contended with the return of Norman Osborn and his reconstituted Dark Avengers. With relations between the superhuman community and the general populace already tense after that, the rogue Asgardian the Serpent (Cul) began his reign of terror on Earth, forcing Spider-Man to deal with a wave of fear and panic in New York City. He contended with hordes of terrified civilians, the frenzied rat-man Vermin (Edward Whelan) and his friend the Thing (Ben Grimm), who had been possessed and mutated by the Serpent's warrior Angrir, Breaker of Souls. Recruited for the final battle with the Serpent's forces in the ruins of Asgard, Spider-Man and his fellow Avengers were equipped with Asgardian weapons; they ultimately prevailed.

Meanwhile, finding himself hindered by his absent spider-sense after a battle with Spider-Woman (Jessica Drew), who was controlled by Mandrill (Jerome Beechman), Spider-Man sought the aid of Avengers ally Shang-Chi, who tutored him in martial arts. A new challenge presented itself when ordinary New Yorkers began developing spider-powers. With the plot's originators, the Jackal (Miles Warren) and the Queen (Ana Soria) sowing chaos throughout the city, Parker recorded an inspirational message for his fellow Manhattanites, claiming to be just another affected citizen, to rally New Yorkers. In a matter of days, however, the blessing turned into a curse, as those affected began mutating into mindless spider-monsters. Joining forces with Mary Jane Watson, whose years of exposure to Parker had prevented her from entering the final stages of the infection, Spider-Man drained Anti-Venom of his antibody pseudo-symbiote and used thousands of Dr. Octopus' impounded Octobots to administer it to the affected citizens while a revived Kaine took down the monstrously mutated Queen. Unfortunately, Parker's rallying cry, in which he facetiously revealed his powers to the world, had broken the techno-magical enchantment that prevented others from learning his identity. The first person to do so was Carlie Cooper; upset that Parker lied to her, she broke up with him. However, the crisis had one lasting positive effect for Parker: His Horizon Labs colleagues reverse-engineered the device he used against Smythe's minions to reactivate his spider-sense.

Meanwhile, Johnny Storm returned, alive, from the Negative Zone. For a time, he and Peter became roommates, which Parker found intolerable, especially as Storm had returned from the Zone with an infant Annihilus in tow. Meanwhile, Parker's tenure at Horizon began to present problems of its own: Parker's co-worker Grady Scraps nearly destroyed the city with his Time Door; Parker, Storm and John Jameson all nearly died when Dr. Octopus destroyed Horizon's space station; and Horizon nearly went to war with itself when its employees discovered Modell had been hiding vampiric scientist Michael Morbius from them.

The world found itself under threat when Octavius, intending to leave a lasting legacy for the world, unleashed the Octavian Lens, a network of satellites capable of controlling the intensity of the sun's rays. Octavius claimed it was the solution to global warming—but his true intention was to use it to burn billions of people to death, ensuring that the few survivors would remember him as the greatest mass murderer of all time. Donning a suit of anti–Sinister Six armor, Spider-Man led the Avengers into battle, but they fell before Octavius, leaving it to Spider-Man, Silver Sable (Silver Sablinova) and Black Widow (Natasha Romanoff) to face down the Six and save the world. After chasing the Six to the ends of the Earth, they tracked Octavius to an underwater base in Guatemala; trapped by the now-nihilistic Rhino in the flooding base, Sable apparently sacrificed herself to allow Spider-Man to reach Octavius. Spider-Man defeated Ock and surrendered the dying madman to the authorities. Meanwhile, the Morbius situation came to a head when the living vampire attempted to revert the Lizard to human form, going so far as to exhume Connors' son's body to acquire a DNA sample. With Spider-Man's reluctant help, Morbius succeeded—but failed to restore Connors' mind, forcing Spider-Man to deal with an evil Connors and a blood-crazed Morbius before administering a cure that restored Connors' guilt-stricken mind—but in the Lizard's body. In the end, both Morbius and the Lizard were sent to prison; the latter kept his true mental state a secret.

When the cosmic Phoenix Force approached the Earth, Spider-Man

and the Avengers were called in to repel it—and found themselves in opposition to the X-Men, who believed they could harness it. The Force ended up split between five of the X-Men, who quickly used their power to establish a new world order. The Avengers were driven into hiding in K'un-Lun, where Spider-Man trained the would-be mutant messiah Hope Summers, the Force's rightful host, in responsibility. As their situation grew desperate, Spider-Man joined in a rescue mission to free a number of captive Avengers; as the only one left standing against the Phoenix-empowered Colossus (Piotr Rasputin) and Magik (Illyana Rasputin), Parker used his vast supply of determination to withstand their immense power and his wits to turn them against each other, eventually emerging victorious. Ultimately, Summers took on the Phoenix's power and took Spider-Man's training to heart, using it to reignite the mutant race.

Spider-Man soon found himself in possession of a teenage sidekick when an experiment with a newly discovered form of energy he dubbed "Parker Particles" transformed high school student Andy Maguire into the superhuman Alpha; however, his tutelage of Alpha proved less successful than that of Summers. Maguire proved to be dangerously careless and irresponsible, almost causing a disaster when he used an electromagnetic pulse to stop the titanic Terminus, sending dozens of airplanes plummeting from the sky. Spider-Man and the Avengers saved them all, although Aunt May was seriously injured; shortly afterwards, Parker tricked Maguire into entering a device that dampened his powers. He had a more positive encounter with a young hero when he visited Earth-1610, a world where Peter Parker had died and been replaced as Spider-Man by the youthful Miles Morales; together, the two Spider-Men teamed up to defeat Mysterio (Quentin Beck), who had been committing crimes across both universes. He also accepted membership in a new Avengers team led by Captain America (Steven Rogers), aiding them in facing the aliens Ex Nihilo and Abyss on Mars and the aftereffects of their bizarre "origin bombs" on Earth.

During the confusion of the Lizard incident, Tiberius Stone, the Kingpin's agent at Horizon Labs, stole components from Max Modell to build a series of spider-sense disruptors throughout New York City; once activated, they drove Spider-Man into a frenzy, just as the new Hobgoblin went to war with the original, Roderick Kingsley, and Parker was exposed as Spider-Man's "assistant." After the chaotic events that followed left his spider-sense on the fritz, Spider-Man was ambushed by one of Octavius' Octobots, which transferred Parker's mind to Octavius' dying husk and implanted Octavius' consciousness into Parker's body. Parker marshaled Octavius' resources and recruited super villains to free him from the Raft to confront "Spider-Man," but the strain was too much for his aged body; before dying, however, he imparted his memories to Octavius, inspiring him to use his new lease on life for heroism.

A spark of Parker's consciousness lived on within his body, however, and eventually grew in strength, beginning to subtly influence Octavius' actions. Octavius soon discovered him, and the two waged a war for control of Parker's body in their shared mindscape. Octavius was victorious and buried Parker's psyche deep within his mind. Eventually, Parker's consciousness regained its strength, by which time Octavius had been thoroughly outmaneuvered by the Goblin King (Norman Osborn), who threatened to take over the entire city. Octavius, knowing that only Parker was capable of defeating

Osborn, willingly surrendered control of the body back over to Parker, erasing his own consciousness. Back in control, Parker used Octavius' technology to purge the Goblin formula from Osborn's body, leaving him both powerless and completely sane; however, Osborn slipped through Spider-Man's clutches and escaped.

Parker found that Octavius had rapidly transformed his life, leaving him a number of complications to deal with. As Parker, Octavius had achieved his doctorate, founded the fledgling company Parker Industries (after inadvertently destroying Horizon Labs) and pursued a serious relationship with Anna Maria Marconi, a brilliant scientist in her own right. Parker initially struggled to explain the situation to Marconi; once she figured out he was Spider-Man (thanks to the destruction of his costume at the hands of the fabric-manipulating Skein [Sybil Dvorak]), she became one of his closest platonic confidants. He also attempted to steer Parker Industries toward super-villain-containment technology, despite the objections of Octavius' business partner Sajani Jaffrey. While he mended fences with Modell and his Horizon co-workers, and joined Luke Cage's Mighty Avengers after Octavius had alienated them, some of the damage Octavius had inflicted was apparently irreparable; due to a violent encounter with Octavius, Spider-Man's sometimes-ally the Black Cat had completely returned to crime, taking over the Hobgoblin's (Roderick Kingsley) super villain franchises and becoming a crime lord herself.

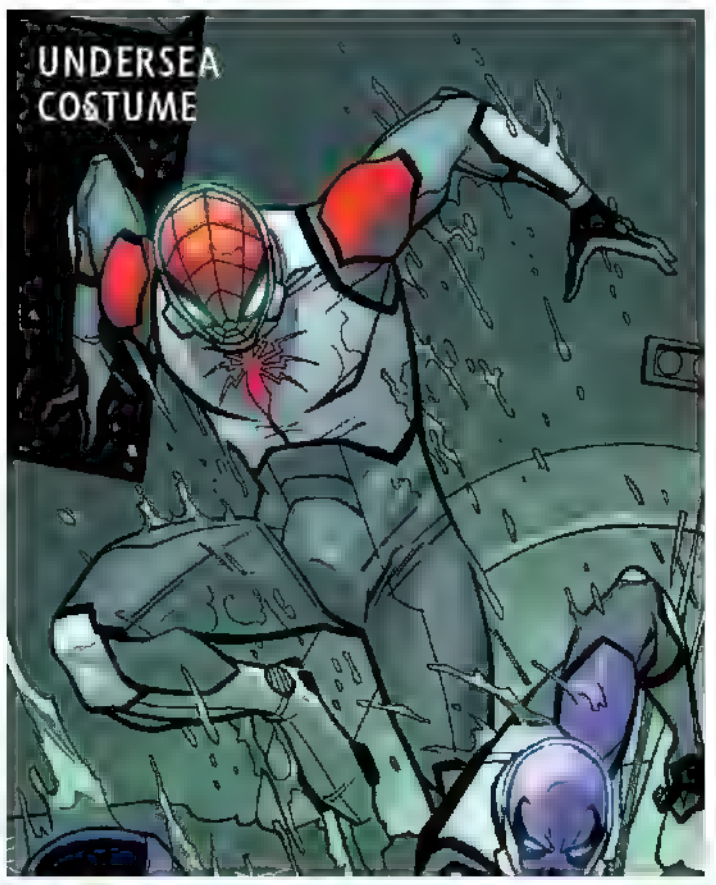
After Wolverine (James Howlett) died, he requested his longtime ally Spider-Man take on an assignment teaching a class of troubled mutants at the Jean Grey School, hoping Parker could learn the identity of a mole inside the school; although he met resistance from his students, after a series of adventures that took Spider-Man and his charges from the Savage Land to Mojoworld, they became quite close. Eventually, he learned the super-strong Ernst was the mole, and had allied with Mister Sinister (Nathaniel Essex) to procure a body for her friend, the disembodied brain Martha Johansson. When Sinister inevitably betrayed Ernst, Spider-Man and his charges saved the day.

Parker found himself drawn into the world of espionage when he encountered Teresa Durand, a CIA agent who claimed to be his long-lost sister. He accompanied her on a whirlwind trek through Europe and North Africa, as she protected him from criminals who wanted him to unlock Reich's Hope, a cache of Nazi gold that had been biometrically sealed away decades earlier by Richard and Mary Parker. Once they arrived at the weapons cache in Egypt, however, Spider-Man learned it had been an elaborate trick by the Kingpin to acquire the gold; Teresa had been under Mentallo's (Marvin Flumm) psychic influence, leading her to think being Parker's sister was a lie. Spider-Man defeated the Sleeper robot guarding the cache, burying it and the gold beneath the sands. He and Teresa went their separate ways, with neither learning that Teresa truly was Parker's sister.

When the eyeball-headed villain the Orb stole Uatu the Watcher's eyes, he accidentally released their accumulated secrets. From this, Parker learned that moments after he had been bitten by the radioactive spider that gave him his powers, the same spider had bitten teenager Cindy Moon, and that she had subsequently been housed in a secret bunker by his treacherous ex-mentor Ezekiel Sims. Parker freed her from the bunker, exposing her to the outside world for the first time in a decade. The two shared an immediate, instinctual attraction to each other, although their volatile relationship proved short-lived. Moon, taking the alias Silk, soon became an adventurer in her own right, aiding him against Electro (Max Dillon) and the Black Cat. During a team-up with Ms. Marvel (Kamala Khan) against the Kree renegade Dr. Minerva, Spider-Man was aided by Clayton Cole, one of her henchmen; recognizing him as the sonic villain Clash, whom he fought during his teenage years, Parker gave him a second chance as an employee at Parker Industries.

Unbeknownst to Parker, Silk was a key component in an ancient prophecy concerning the Inheritors, an extradimensional race of vampiric beings who fed on totemic energies; Parker had faced one of their number, Morlun, before. With Silk no longer hidden from their senses, the Inheritors began hunting spider-powered beings across the Multiverse; eventually, Parker and the other spider-powered heroes of Earth-616 were drawn into a desperate last stand. Parker immediately clashed with Octavius, who had also joined the conflict during his time in Parker's body thanks to a time-travel mishap, but found himself in a leadership position due to his experience with Morlun. After a desperate chase from dimension to dimension, Spider-Man and the others emerged victorious, trapping the Inheritors on the desolate, irradiated Earth-3145.

Spider-Man also became embroiled in a gang war between the city's most powerful mobsters. Compounding his problems was Wraith, who had become frustrated with the constraints of the law and clashed with Spider-Man after killing a criminal. Unfortunately, Parker Industries soon faced disaster when their competitors at Alchemax hired the spectral saboteur Ghost to destroy PI. More important problems soon loomed, however, as the entire Multiverse was threatened by the extradimensional Incursions, which sent two alternate Earths hurtling into each other, destroying world after world until only Earth-616 and Earth-1610 remained. As they collided, Spider-Man, along with a number of other heroes, survived on an escape ship, but they were kept in suspended animation for eight years while Dr. Doom (Victor Von Doom) used the Beyonders' cosmic powers to reassemble the fragments of reality into a patchwork Battleworld, which he ruled as its god. When they were released by Dr. Stephen Strange, Spider-Man, along with Miles Morales, infiltrated Castle Doom and encountered the Molecule Man (Owen Reece), the key to Doom's power, and helped to turn him against Doom. Eventually, the Fantastic Four restored Spider-Man's home dimension as the Prime Earth; with Earth-1610 apparently destroyed, Miles Morales found himself relocated there as well, with Parker acting as his mentor.



With the universe rebuilt, Parker expanded Parker Industries into a massive corporation with offices all over the world. Unbeknownst to Parker, the company's ascendance was fueled by Octavius' consciousness, trapped within the Living Brain robot, who manipulated the markets while posing as Parker's servile lab assistant. An early investor was wealthy European businessman Vernon Jacobs (actually Jacob Fury's grandson Vernon Jacob Fury), who led a new incarnation of the Zodiac criminal organization as Scorpio and used a team of clairvoyants to predict the company's rise. Fury also kept PI engineer Lian Tang, whom Parker struck up a relationship with, as his informant in the company in exchange for medical treatment for her terminally ill mother.

Now a public figure, Parker claimed he hired Spider-Man as his bodyguard, to hide his secret identity; he hired the Prowler (Hobie Brown) to pose as Spider-Man so they could be seen together. Parker also hired a number of his associates to staff the company, including Harry Osborn (now going by his mother's maiden name, Lyman), Miguel O'Hara (the time-displaced Spider-Man of Earth-928's 2099) and his Aunt May, whom he put in charge of PI's charitable wing, the Uncle Ben Foundation. With the Fantastic Four traveling through space and time as they restored the Multiverse, Parker bought the Baxter Building and made it his New York headquarters, keeping it safe for their eventual return.

Steve Rogers invited Spider-Man to join his new Avengers Unity Squad, a team intended to foster improved relations between humans, mutants and Inhumans; however, Spider-Man quit the team due to the presence of lethal mercenary Deadpool (Wade Wilson). Deadpool, however, idolized Spider-Man and desperately tried to befriend him—even while he'd been hired to assassinate Peter Parker by Patient Zero (Jack Hammer, a former classmate of Parker's and an ex-associate of Deadpool's) as part of a complex scheme by Mephisto to corrupt Spider-Man's soul. As part of the plot, Patient Zero acquired blood samples from both Spider-Man and Deadpool and used them to mutate a sociopathic woman into the superhuman Itsy Bitsy. Horrified by her, Spider-Man contemplated killing her, but ultimately Deadpool did so, unwilling to let Spider-Man descend into darkness; unbeknownst to either, Itsy Bitsy regenerated and survived.

Parker Industries also became a major supplier of technology for S.H.I.E.L.D., and Spider-Man frequently worked alongside his S.H.I.E.L.D. liaison, Mockingbird (Bobbi Morse), to take on a number of global threats, including Jacobs' ascendant Zodiac and Norman Osborn's Goblin army. Parker eventually uncovered Scorpio's double life and confronted him on the cusp of achieving his ultimate goal: unlocking the mystical Zodiac Vault with the Zodiac Key that would give him complete knowledge of an entire year's worth of future events. Spider-Man failed to stop Scorpio from opening the door; instead, he simply pushed him through it, trapping him in the vault for a year. Another corporate threat arose in the form of Augustus Roman, CEO of for-profit prison developer Empire Unlimited; unbeknownst to all, Roman was an anti-superhuman zealot who led

a double life as the super-power-absorbing cyborg Regent. After absorbing the powers of the villains in his cells, he turned his attention to the world's super heroes and nearly took down Spider-Man before a timely rescue by Mary Jane, wearing his old Iron Spider armor.

Soon, conflict brewed in the super hero community with the emergence of precognitive Inhuman Ulysses Cain; some heroes, led by Captain Marvel (Carol Danvers), felt his visions should be used to prevent future crimes and disasters, while another faction, led by Iron Man, believed this represented an unacceptable threat to civil liberties. Cain touched Parker's life when he predicted that Cole would resume his old super villain identity and battle Spider-Man; Parker tried to stave this off, but didn't realize the intense personal stresses Cole was undergoing and inadvertently pushed him back into his Clash identity. Although Clash joined forces with Spider-Man to face criminal roboticist Mendel Stromm, he nevertheless resumed a life of crime. Meanwhile, the Cain crisis solved itself when the young Inhuman transcended humanity and left Earth to become a cosmic entity. Once the dust cleared, however, the Avengers were in tatters and Tony Stark was out of the picture; Parker decided to fund them via Parker Industries and joined the team himself as Spider-Man, although he found he received little respect from his colleagues as they clashed with Kang the Conqueror, the demon-worshiping Champions of Anamelech and the energy-draining Avenger X (Cressida).

When Aunt May's husband, Jay Jameson, fell gravely ill, Parker was given a chance to have him undergo treatment from New U, a medical company that claimed to clone organs for transplants; when a PI employee who had undergone their treatment triggered his spider-sense, however, Parker encouraged Jay to seek more conventional measures. Jay's condition was untreatable, however, and he passed away, leaving May widowed again. Investigating further, Parker soon discovered that New U was bringing the dead back to life via cloning, including a number of his own friends and foes. In a more disturbing development, he learned that the man behind the company was his resurrected clone Ben Reilly, who had taken on the Jackal's mantle and was working in concert with a resurrected Octavius. Furthermore, due to a flaw in the cloning process, each clone was a carrier for the lethal Carrion virus. With Marconi's help, Parker devised a way to use Parker Industries' Webware mobile devices to transmit a frequency that would arrest the spread of the virus; however, he was too late to prevent most of New U's clones from succumbing to fatal degeneration. Unbeknownst to Parker, both Reilly and Octavius survived.

Parker then turned his attention to Osborn, who had taken on a number of identities as he dealt weapons, outfitted with stolen PI technology, to terrorists and subversives around the globe. With S.H.I.E.L.D.'s help, Spider-Man tracked Osborn from Delvadia to Hong Kong, only to learn that he had relocated to Symkaria, where he had the support of that country's legitimate ruler, Contessa Katarina Karkov. With S.H.I.E.L.D. unwilling to invade a sovereign nation, Spider-Man went rogue with Silver Sable, who had faked her own death, and her new Wild Pack; Mockingbird deserted from S.H.I.E.L.D. to join them. While Sable defeated Karkov to reclaim the country, Mockingbird defeated Osborn's troops and foiled his plan to douse the entire country in Goblin serum. Meanwhile, Spider-Man located Osborn. Osborn shut down Spider-Man's technology and dampened his spider-powers, then battled him in hand-to-hand combat on a snowy Symkarian mountaintop, where Spider-Man eventually bested his foe.

However, Osborn slipped away, and S.H.I.E.L.D. cut all ties with PI. Harried by the demands of his new life, Spider-Man began using the services of Tinkerer's brother, the Mason (Hophni Mason, actually the Tinkerer in disguise) to repair his technology. During this time, Teresa Durand re-entered his life, on the run from the Gray Blade, a renegade S.H.I.E.L.D. offshoot dedicated to eliminating superhumans; she had stolen their secret plans, converted them into nanofluid and injected them into her bloodstream. To help Teresa, Spider-Man agreed to an interview with J. Jonah Jameson, now a blogger, in exchange for information; during the interview, however, he revealed his true identity to a stunned Jameson.

When Hydra, led by Captain America (actually a Cosmic Cube duplicate of Steve Rogers), seized control of the United States, Octavius, who had survived in a cloned body as the Superior Octopus, affiliated himself with them and attempted to seize control of Parker Industries, which he believed rightfully belonged to him. To prevent its resources from falling into either Octavius or Hydra's clutches, Parker destroyed all the company's technological infrastructure, including his

high-tech costume, equipment and vehicles, single-handedly obliterating the entire company. Making matters worse, Hydra had used the villain Blackout (Marcus Daniels) to cast a dome of darkness over New York City, making it look as if it were a Parker Industries experiment gone wrong. Spider-Man joined forces with his fellow heroes and defeated the rest of Hydra, including the Superior Octopus–led Hydra Avengers.

At some point, Spider-Man learned the Gray Blade had been in league with the Tinkerer, who provided Spider-Man and Durand with information; they were unaware that Mason was working to summon the Vedomi, a mechanical alien race bent on humanity's destruction. To foil the Vedomi's plot, Spider-Man, Durand and Jameson traveled back in time to the past of Earth-51838, where they located the Vedomi scout Mason had originally encountered, and acquired a fail-safe device that would override the Vedomi's primary directives and compel them to leave Earth; Durand also found information proving that she truly was Peter's sister. Attempting to return to the present, the trio instead found themselves in the present of Earth-51838, where Parker had quit as Spider-Man, resulting in an America ruled by super villains. After inspiring that world's Parker to become Spider-Man again, they returned to the correct present; Spider-Man infected himself with the failsafe device, nearly dying in the process, and allowed himself to briefly be assimilated by the Vedomi, driving them off. While the Gray Blade was disgraced, Teresa was still a fugitive from the law; she regretfully turned herself in, leaving Parker separated from his newfound sibling once more.

Now a public laughingstock, Parker returned to his old, humble lifestyle and took a new job at the *Daily Bugle* as their science editor. S.H.I.E.L.D. dissolved in the wake of Hydra's reign and Morse found herself at loose ends as well; she and Spider-Man briefly explored a romantic relationship before they found they had nothing in common outside of their costumed adventures and broke up. After one last mission with the Avengers to aid the teenage Champions in stopping the High Evolutionary (Herbert Wyndham) from merging Counter-Earth with Earth, Spider-Man drifted away from that team as well. He had to face down Maniac (Lee Price), a symbiote-powered criminal who was using his powers to take over New York's organized crime. Parker, after overcoming an attempted symbiote possession himself, eventually took him down with some unusual allies: Venom (Eddie Brock), one of his deadliest foes; Flash Thompson, who had previously lost his symbiote to Price, then to Brock, but gained Anti-Venom powers in an accident at Alchemax; and the Black Cat, whose gang had been taken over by Maniac. After Maniac's defeat, she turned her back on her short-lived role as "Queenpin of Crime."

Parker also had to deal with the loose ends of his days as a high-flying CEO, as he oversaw the dismantling of PI's assets, prevented Clash from looting the now-for-sale Baxter Building and defeated Scorpio when he emerged from the Zodiac Vault. Parker also had Jameson to deal with; now that he knew Parker's secret, he became Spider-Man's biggest booster, but was constantly attempting to micromanage Spider-Man's super-heroics.

With his former friend Deadpool now a public enemy after allying with the Captain America duplicate, Spider-Man joined forces with Mockingbird to hunt him down. Deadpool had become a freelance arms dealer and had become embroiled with the Chameleon's (Dmitri Smerdyakov) sinister plots. This ultimately led Spider-Man and Deadpool to uncover Master Matrix, an early Life-Model Decoy robot that had been programmed by Parker's CIA-agent parents. Warned by older versions of themselves from a grim alternate future where Master Matrix had turned on humanity, Spider-Man and Deadpool took on the task of raising the LMD into a functional adult.

Parker soon faced one of his deadliest challenges yet, as Norman Osborn, desperate to regain the power and madness of the Goblin, stole the Carnage symbiote and bonded with it; it purged him of Octavius' nanotechnology, allowing him to combine his Goblin serum with the symbiote's power to become the Red Goblin, a terrifying creature of destruction with none of Osborn or the symbiote's weaknesses. Intending to destroy Spider-Man once and for all, he extracted Spider-Man's secret identity out of Jameson and extended the symbiote to his grandson Normie, who became the sadistic Goblin Childe. Under siege, Spider-Man enlisted every ally he could: Jameson, Morales, Silk, the Torch, Clash—even Venom, who lent a weary Spider-Man his symbiote to take on the Goblin. Meanwhile, Octavius, hiding out in New York, defended Aunt May from the Goblin Childe; in gratitude, Spider-Man let him escape. Flash Thompson, his Anti-Venom powers sacrificed to save the Red Goblin's victims, joined the fray as well and was apparently killed by Osborn.

Enraged, Spider-Man played with the Goblin's pride; they both separated from their symbiotes for a titanic clash in Times Square, where Spider-Man decisively beat the Goblin. When Osborn tried to re-bond with the Carnage symbiote, Spider-Man used a burning car to incinerate the alien. The resulting feedback fried Osborn's brain; ever responsible, however, Parker took a bullet to prevent Jameson from killing the mad tycoon.

STARK ARMOR

When Wolverine's body disappeared, Spider-Man reunited with his old Avengers colleagues to hunt it down, as per a promise they had made to Wolverine years earlier. They infiltrated an auction of superhuman genetic material, only to encounter Wolverine's clone Laura Kinney and the diabolical Mister Sinister. Tracking the DNA's source to a secret base in the Kerguelen Islands, Iron Man made Spider-Man and his teammates armored suits to reach the island; once there, they found a database containing the genome of every individual on Earth, compiled by the mysterious Soteira organization. With the location of Wolverine's body still a mystery, they destroyed the database.

As he recovered from Flash's death, Parker rekindled his relationship with Mary Jane and found an apartment, sharing it with his friend Randy Robertson and allegedly reformed super villain Boomerang (Fred Myers). Parker lost his doctorate, accused of plagiarism when a computer program flagged his thesis as having been written by Otto Octavius; he was subsequently also fired from the *Daily Bugle*. However, he was accepted into a class taught by Curt Connors, now in control of his Lizard persona. At Empire State University, an attack by the criminal duo Taskmaster (Tony Masters) and Black Ant (Eric O'Grady Life Model Decoy) accidentally triggered the Isotope Gene Accelerator, splitting Parker into a powerless Peter Parker and a super-powered Spider-Man. It briefly allowed Parker to explore a life without Spider-Man and gave an increasingly reckless Spider-Man license to fight crime without consequences. However, when Parker learned that his two halves would die without each other, he used the device to merge them back together in time to defeat Mendel Stromm's army of Tri-Sentinels—but not in time to save Stromm from his own mysterious demonic benefactor.

REAL NAME: Peter Benjamin Parker

ALIASES UPDATE: Formerly Liar, Johnny Parker, "Professor S," Doctor Octopus, Otto Octavius

OCCUPATION UPDATE: Student; former newspaper science editor, CEO, guidance counselor, scientist

KNOWN RELATIVES UPDATE: Teresa Durand (sister), Greg & Lisa Berian, Paul & Julia Brehe, Amanda Brehe, Amy Brehe, Alexa Brehe (relatives via extended family)

OCCUPATION UPDATE: Student; former newspaper science editor, CEO, guidance counselor, scientist

GROUP AFFILIATION UPDATE: Formerly Avengers, Fantastic Four, Future Foundation, Spider-Army

EDUCATION UPDATE: PhD in Biochemistry (under review)

ABILITIES/ACCESSORIES UPDATE: During his time at Horizon Labs, and later at Parker Industries, Spider-Man employed a number of specialized upgrades to his Spider-Man gear, including metal-dissolving Antarctic Vibranium spider-tracers, voice-activated web-shooters, quick-freezing cryogenic spider-tracers, acidic webbing, magnetic webbing, lead-lined webbing, thermoreactive foam, electrified micro-coiled Z-metal webbing, cement webbing, expanding web-foam, drug-injecting spider-tracers and explosive spider-tracers. He also upgraded his standard spider-tracers with miniature microphones so he could listen in on their targets and added an ultraviolet light to his Spider-Signal.

His stealth suit could either render him totally invisible or baffle all sonic frequencies, making him immune to sonic weaponry; it also incorporated special lenses that allowed Spider-Man to see his own costume. His bulletproof costume was resistant to all small-arms fire. With the Future Foundation, Spider-Man wore an unstable molecule costume that could change its appearance.

To battle Dr. Octopus' Sinister Six, Spider-Man wore a suit of armor that incorporated technology to foil the Six's powers: a heartbeat detection device to see through the Chameleon's disguises, special lenses to block out Mysterio's holograms, electric insulation to foil Electro, a device designed to seek out and take over Sandman's core consciousness, superior impact-resistance to fend off the Rhino and a cyber-control helmet to seize control of Ock's arms.

As CEO of Parker Industries, Parker wore a high-tech Spider-Man costume composed of lightweight bulletproof smart metal that obeyed Parker's verbal and mental commands; it also incorporated holographic projectors, a heads-up display in his goggles, back-spinnerets that could dispense expanding web-foam to cushion his fall in an emergency and could administer an electric shock on contact. He also wore a special undersea costume with rebreather capabilities. To take on Itsy Bitsy, he wore a heavy assault costume equipped with multiple weapons, including mechanical spider-limbs. With his current diminished circumstances, Spider-Man no longer has access to these advanced costumes and equipment. At Parker Industries, he also had access to a number of specialized vehicles of his own design, including an updated high-speed Spider-Mobile capable of driving up walls or extending mechanical spider-legs, a Spider-Sub with holographic cloaking technology, the supersonic Web-Jet armed with web-cannons, the spacefaring Arachno-Rocket and the high-speed Spider-Cycle. All of these vehicles were destroyed in combat with the Superior Octopus.

When he battled the Serpent, he briefly made use of Asgardian-made web-shooters. He also wore a custom-made Iron Man armor with flight and repulsor capabilities during his invasion of the Kerguelen Islands.

During the time when he was bereft of his spider-sense, Spider-Man became adept in a bespoke style of kung fu designed for him by Shang-Chi, dubbed "the way of the spider"; since the return of his spider-sense, he has let his training lapse.

ART BY GIUSEPPE CAMUNCOLI, JIM CHEUNG, STUART IMMONEN, BARRY KITSON, MARCOS MARTIN, ED McGUINNESS, RYAN OTTLEY, JAVIER PULIDO, HUMBERTO RAMOS, R.B. SILVA & CHIP ZDARSKY

SPIDER-MAN (REALITY-138)

HISTORY: The music-obsessed Earth-138 was blighted by big business, fascist government and rampant consumerism. For foul-mouthed teenager Hobie Brown, punk rock expressed his bottomless rage at seeing the world bought and sold by corrupt corporations thanks to an apathetic public. Brown felt the power structure wanted people to believe there was no hope, but he refused to accept either gods or masters, preferring to die on his feet like his rock idol Gwen Stacy than live on his knees. While living as a squatter, Brown gained arachnid powers after being bitten by a spider rendered radioactive by illegal waste dumping. Pronouncing himself a radioactive suicide machine, he became the costumed Spider-Man to fight for freedom. A frequent ally was the punk Hulk (Robbie Banner), who fought alongside Brown to take down the terrorist Hydra organization; Brown joined Hulk and Captain Anarchy (Karl Morgenthau) in trashing the U-Foes at the Hellfire Club, and then aided Hulk and M.C. Strange in driving the Universal Church out of Queens.

Dubbed both the "anarchic Spider-Man" and "Spider-Punk," the latter a tag he rejected, Brown opposed oppressive U.S. President Norman Osborn and his Thunderbolt Department, corrupt "law enforcers" empowered by Oscorp's V.E.N.O.M. (Variable Engagement Neuro-Sensitive Organic Mesh) technology. When Brown assembled a ragtag Spider Army composed of the downtrodden, a confident Osborn personally led the Thunderbolts to confront them, but Brown, aware of V.E.N.O.M.'s sonic vulnerability, awaited atop a wall of massive speakers and hit the Thunderbolts with 15,000 volts of punk rock. While the Spider Army demolished the reeling Thunderbolts, Brown smashed Osborn's skull in with his guitar.

Covertly observed by Reality-616's Superior Spider-Man (Otto Octavius possessing Peter Parker's body), this brutal victory convinced Otto to recruit Brown for his own interdimensional Spider-Army being gathered to stop the Inheritors, a powerful family seeking to feed from

the life force of every "Spider Totem" across the Multiverse. Otto's team eventually merged with another, larger Spider-Army assembled by Reality-833's Spider-UK. Brown helped recruit the renegade Inheritor Karn to their cause, leading to the Inheritors' defeat and exile to the radioactive Earth-3145.

While some of the victors remained together as the Web-Warriors to protect the Multiverse, Brown returned home and belatedly celebrated Osborn's defeat performing with his band, the Spider-Slayers, at a concert held for his world's Spider-Army. During this, a battle erupted with the forces of Toomestone Records over Toomes' attempts to seize control of the Free Medianet. The melee was disrupted by the unexpected arrival of Reality-93726's Spider-Ham 2099 (Piguel O'Malley), heralding a growing disruption to the interdimensional web unwittingly triggered by the Web-Warriors. Brown alerted his former allies to the situation, and, after discovering one of the Web-Warriors was a Gwen Stacy (from Reality-65), joined them to resolve the problem. After helping defeat an army of interdimensional Electros, Gwen and Brown jammed together on drums and guitar boosted by the Electros' energies through Reality-50810's Spider-Man's Mega-Morph technology and vibrated the interdimensional web back into place.

Brown and other interdimensional Spider-Men were later captured by Wolf-Spider (Peter Parker from Reality-16827), who intended to drain their life force, until Spider-Man from Reality-12041 rallied the captives to thwart him. Brown also joined his fellow Spider-Men in forming a baseball team, the Amazing Arachnids, and pitched against the multiversal Wolverines' Seething Snikters. Later, back on Earth-138, Brown was confronted by Kang the Conglomerator, who horrified him by revealing that by 2099 Kangco owned Brown's image rights and "Spider-Punk" had become a marketing-friendly merchandising phenomenon. Hoping to generate massive profits by securing the genuine article, Kang tried to abduct Brown. He was stopped with Captain Anarchy and Hulk's assistance, but before escaping back to his own era Kang disclosed that Brown's bankability was because he was destined to die young. While still trying to digest this disquieting news, Brown was approached by Spider-Woman (May Parker) from Reality-982 seeking his assistance against the returned Inheritors. Figuring he had never expected to live forever, Brown agreed.

REAL NAME: Hobart "Hobie" Brown
ALIASES: Anarchic Spider-Man, Spider-Punk
IDENTITY: Secret
OCCUPATION: Lead singer, guitarist; former rebel leader
CITIZENSHIP: USA (Earth-138)
PLACE OF BIRTH: Presumably somewhere in New York City, New York
KNOWN RELATIVES: None
GROUP AFFILIATION: Formerly Amazing Arachnids, Web-Warriors, Spider-Slayers (Earth-138), Spider-Army (interdimensional), Superior Spider-Army, Spider Army (Earth-138)
EDUCATION: Unrevealed
HEIGHT: 5'11" **WEIGHT:** 150 lbs
EYES: Brown **HAIR:** Black
ABILITIES/ACCESSORIES: Spider-Man has superhuman strength (lifting at least one ton), speed, reflexes, endurance and equilibrium. He presumably possesses a precognitive spider-sense warning of impending danger like his extradimensional counterparts. Able to stick to and scale walls, he can produce webbing to entangle opponents or swing between buildings; whether this is an innate ability or mechanically produced is unrevealed. He uses his spiked mask as a weapon, headbutting opponents, and also deploys his guitars as impromptu clubs. He is an excellent guitarist, capable drummer and terrible singer, though he claims this last is intentional and "punk."

INTELLIGENCE
STRENGTH
SPEED
DURABILITY
ENERGY PROJECTION
FIGHTING SKILLS

FIRST APPEARANCE:
Amazing Spider-Man #10 (2015)

ART BY DAVID BALDEÓN, GERARDO SANDOVAL, SHELDON VELLA & DAVID WILLIAMS

SPIDER-MAN (REALITY-1048)

HISTORY: Bitten by a radioactive spider that granted spider-like powers, Peter Parker of Earth-1048 neglected a criminal who later murdered his uncle Ben, driving Parker to design a costume and web-shooters and embrace a strong sense of responsibility as the crimefighting Spider-Man. While still a student, Spider-Man had a brief romance with Black Cat (Felicia Hardy) and defeated the crime lord Kingpin (Wilson Fisk), who evaded prison through legal loopholes and relocated to Japan. After finishing college at Empire State University, Parker dated longtime friend and aspiring journalist Mary Jane Watson, with whom he entrusted his secret identity, and became a lab technician at Octavius Industries, helping Dr. Otto Octavius design robotic prosthetics; Parker was unaware Octavius was suffering from a degenerative neurological condition. When the returned Kingpin used unhinged Spider-Man impostor Blood Spider (Michael Bingham) to distract Spider-Man as he worked with Mayor Norman Osborn in Kingpin's attempt to become New York's financial commissioner; Spider-Man worked with police Lt. (later Captain) Yuri Watanabe and the Kingpin's foster daughter, Echo (Maya Lopez), to gather evidence to again apprehend Kingpin. After redesigning his costume, Spider-Man subsequently worked alongside Watson and police officer Jefferson Davis to stop the criminal Mister Negative (Martin Li). After Davis was killed by Negative, Parker befriended Davis' son, Miles Morales. When Osborn cut Octavius' funding, the increasingly unstable Octavius became Doctor Octopus, unleashing Osborn's Devil's Breath bioweapon on New York. Spider-Man ultimately defeated Octavius and retrieved the antiserum but was forced to save the city rather than his infected aunt May, leaving Parker devastated. Later, he revealed his identity to Morales, who had also gained spider-like powers from a genetically modified spider bite. Spider-Man was then recruited by the Prime Reality's Otto Octavius to aid against a interdimensional attack from Earth-001's Inheritors.

ORIGINAL COSTUME

AS THE SPIDER

REAL NAME: Peter Benjamin Parker

ALIASES: Web-head, Web-slinger, "Tiger," the Spider

IDENTITY: Secret

OCCUPATION: Adventurer; former research assistant, freelance photographer

CITIZENSHIP: USA (Earth-1048)

PLACE OF BIRTH: Forest Hills, New York

KNOWN RELATIVES: Unidentified parents (deceased), Benjamin Parker (uncle, deceased), May Parker (aunt, deceased)

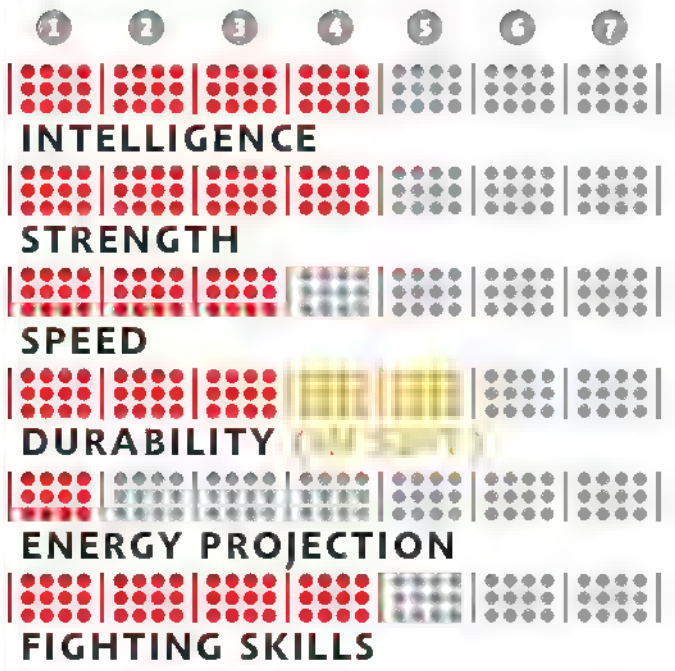
GROUP AFFILIATION: None

EDUCATION: Undergraduate degree from Empire State University

HEIGHT: 5'11" **WEIGHT:** 167 lbs.

EYES: Brown **HAIR:** Brown

ABILITIES/ACCESSORIES: Spider-Man has superhuman agility, strength, stamina and reflexes; his metabolism is also enhanced. He can stick to solid surfaces and has a danger-warning "spider-sense." A skilled scientist and engineer, he designed web-shooters capable of projecting chemical webbing and dissolving agents. He has modified his web arsenal to include the web-bomb, which projects a web mass in all directions on detonation, electric-shock webs and miniature, laser-projecting spider-bots. In addition, he designed technologically advanced armored costumes equipped with built-in headsets, earpieces, cameras and radios; while wearing the costume he is odor- and scent-free.



FIRST APPEARANCE: *Marvel's Spider-Man* (2018)

ART BY CLAYTON CRAIN

SPIDER-MAN (REALITY-51778)

(CLOCKWISE FROM TOP LEFT) MARVELLER, SUPAIDAMAN, LEOPARDON, SPIDER MACHINE GP-7

HISTORY: Motocross racer Takuya Yamashiro heard a distress call from extraterrestrial hero Garia, who had been trapped in a cave by the vampiric warlord Professor Monster on Earth for 400 years. Yamashiro's scientist father was also seeking Garia's spaceship Marveller. Monster, fearing the elder Yamashiro would access Marveller and interfere with his plans, arranged for the scientist's death. The young Yamashiro arrived to see his father murdered by Monster's creature Boukunryu. Yamashiro was given spider-powers via Spider Extract from the Spider Bracelet, as well as Marveller, which transforms into a giant robot named Leopardon; Garia transformed into a small spider, mentoring Takuya before apparently dying. As Supaidaman (Spider-Man), Yamashiro destroyed Boukunryu, and later donated blood to injured young orphan Ichiro Murakami, accidentally granting him spider-powers. Supaidaman drew strength from a message in his father's diary to "always take responsibility for your actions." Later, Investigator Juzo Mamiya uncovered Supaidaman's identity and recruited Yamashiro into Interpol. Eventually, Supaidaman confronted Monster, apparently killing him. Much later, when the vampiric Inheritors threatened Spider-Men across the Multiverse, Spider-Man (Peter Parker) of Reality-616 (later the Prime Reality) recruited Supaidaman into the resistance. Greatly damaged in battle, Leopardon was repaired by the Spider-Heroes before the Inheritor's defeat. Later, Supaidaman joined other multiversal Spider-Men in playing baseball on the Prime Earth.

REAL NAME: Takuya Yamashiro

ALIASES: Supaidaman, Iron Cross Killer, Emissary of Hell, Invincible Man, Spider, Spiderman, Man with Burning Passion

IDENTITY: Known to authorities

OCCUPATION: Motocross competitor, photography assistant, Interpol agent

CITIZENSHIP: Japan (Earth-51778)

PLACE OF BIRTH: Tokyo, Japan

KNOWN RELATIVES: Prof. Yamashiro (father, first name unrevealed, deceased), unidentified mother (deceased), Shinko Yamashiro (sister), Takuji Yamashiro (brother), unidentified samurai (18th-century ancestor)

GROUP AFFILIATION: Interpol; formerly Spider-Army

EDUCATION: Unrevealed

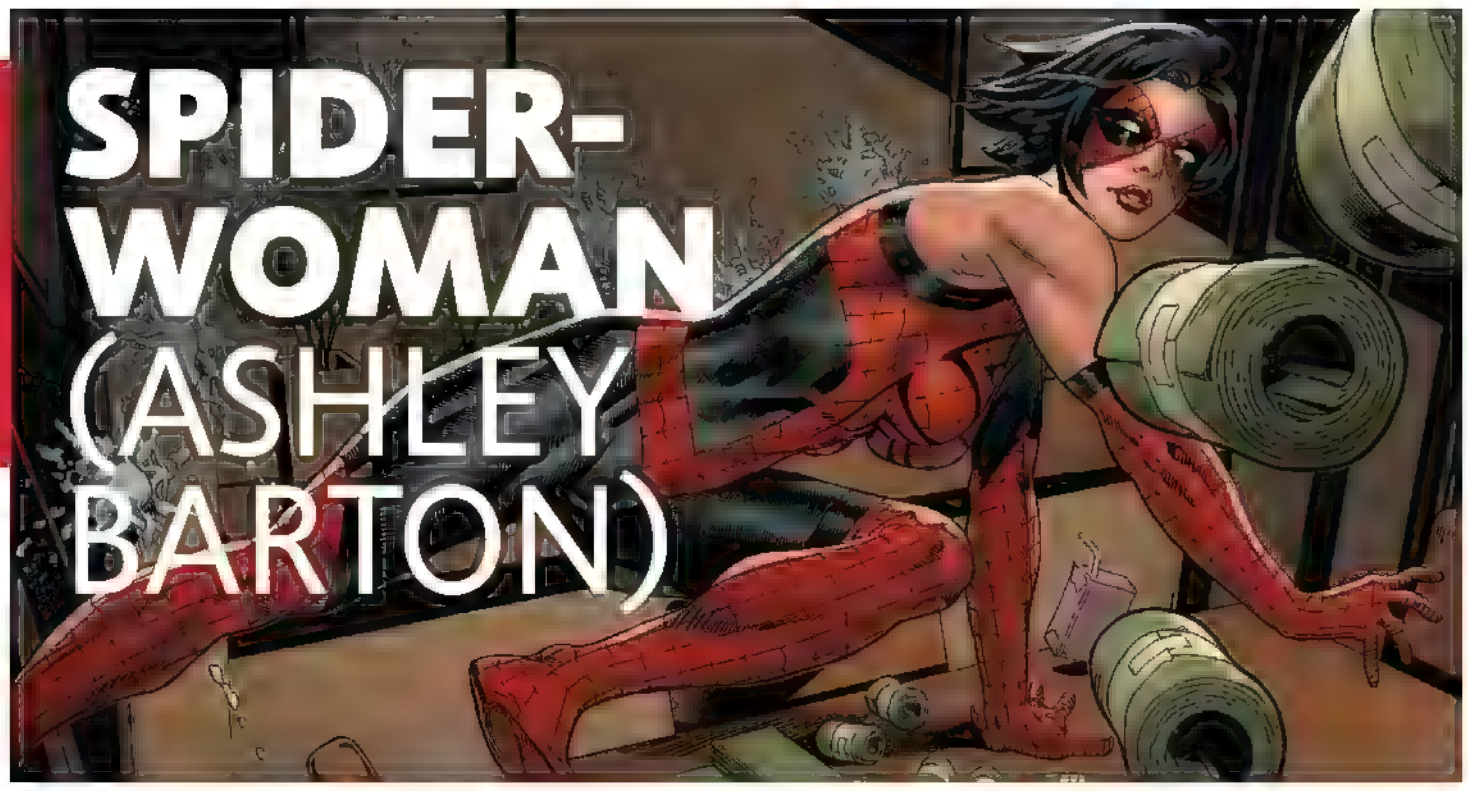
HEIGHT: 6' **WEIGHT:** 178 lbs.

EYES: Brown **HAIR:** Black

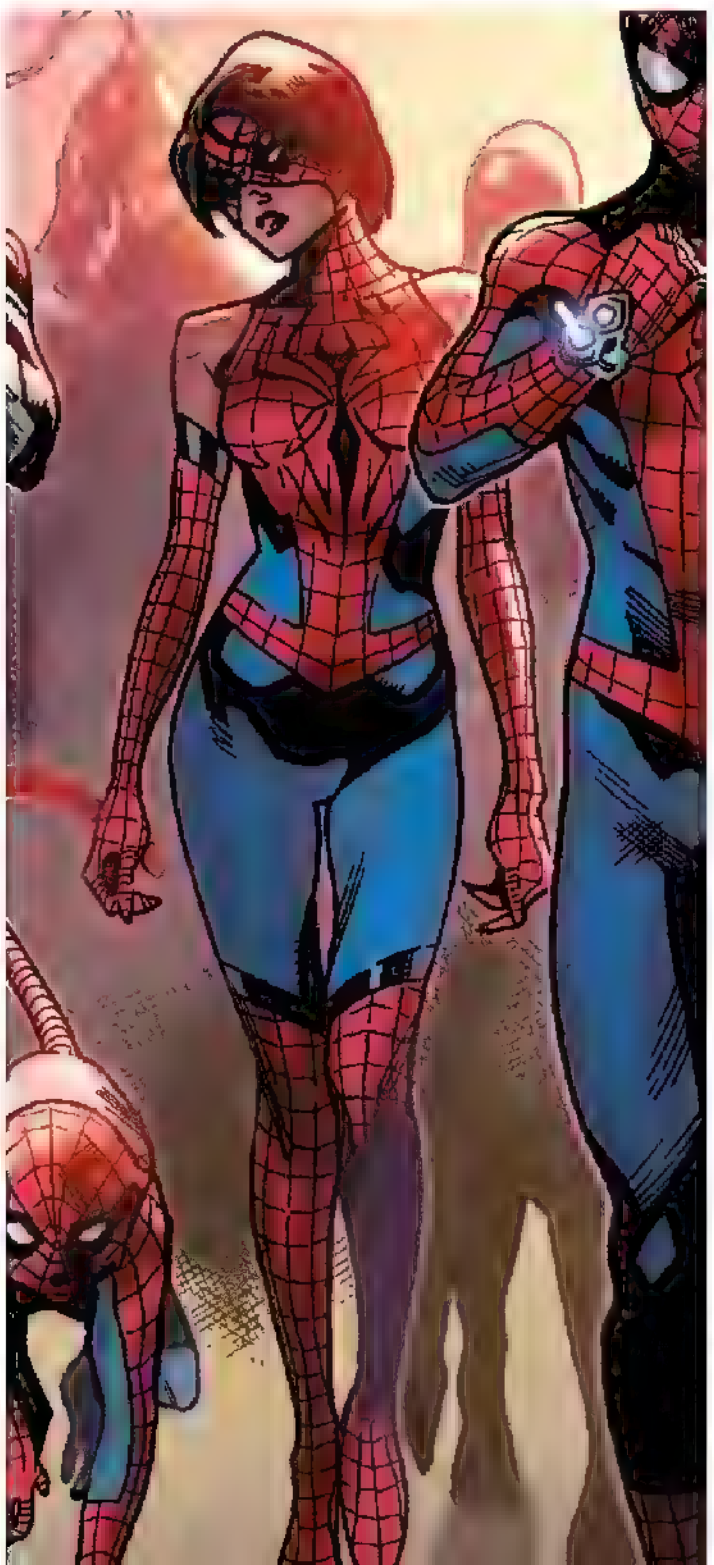
ABILITIES/ACCESSORIES: Supaidaman has superhuman strength and speed, rapid healing, decreased aging and can cling to most surfaces. He has superhuman hearing and sense of smell, night and X-ray vision and can communicate with spiders. He is telepathically connected to Ichiro Murakami and formerly Garia, whose spirit can still enhance Supaidaman's powers. He has precognitive dreams and a "spider-sense" of others in danger. He is vulnerable to poisons and frequencies that affect spiders, and his type B blood can transfer his powers. He is a ninjutsu master and skilled detective. Supaidaman uses the Spider Bracelet, which vanishes when not in use, projects "Spider Strings" and "Spider Nets" via button or verbal command, dispenses Spider Extract, magnetically unlocks locks, detects landmines, has remote-viewing capabilities, identifies extraterrestrials, reflects lasers, tracks "Spider Tracer" homing devices and contains a spare costume and masks that appear whenever his mask is removed without permission. He also uses the Spider Machine GP-7 flying car (which has machine guns and missiles), which docks in Marveller, a spaceship with torpedoes, Thunder missiles and cannons; both vehicles are controlled by the Spider Bracelet. Marveller transforms into Leopardon, a giant robot (approx. 45-50 meters tall) with fluoroscopic eye rays, arm rockets, a sword, shield and other launchable weapons.

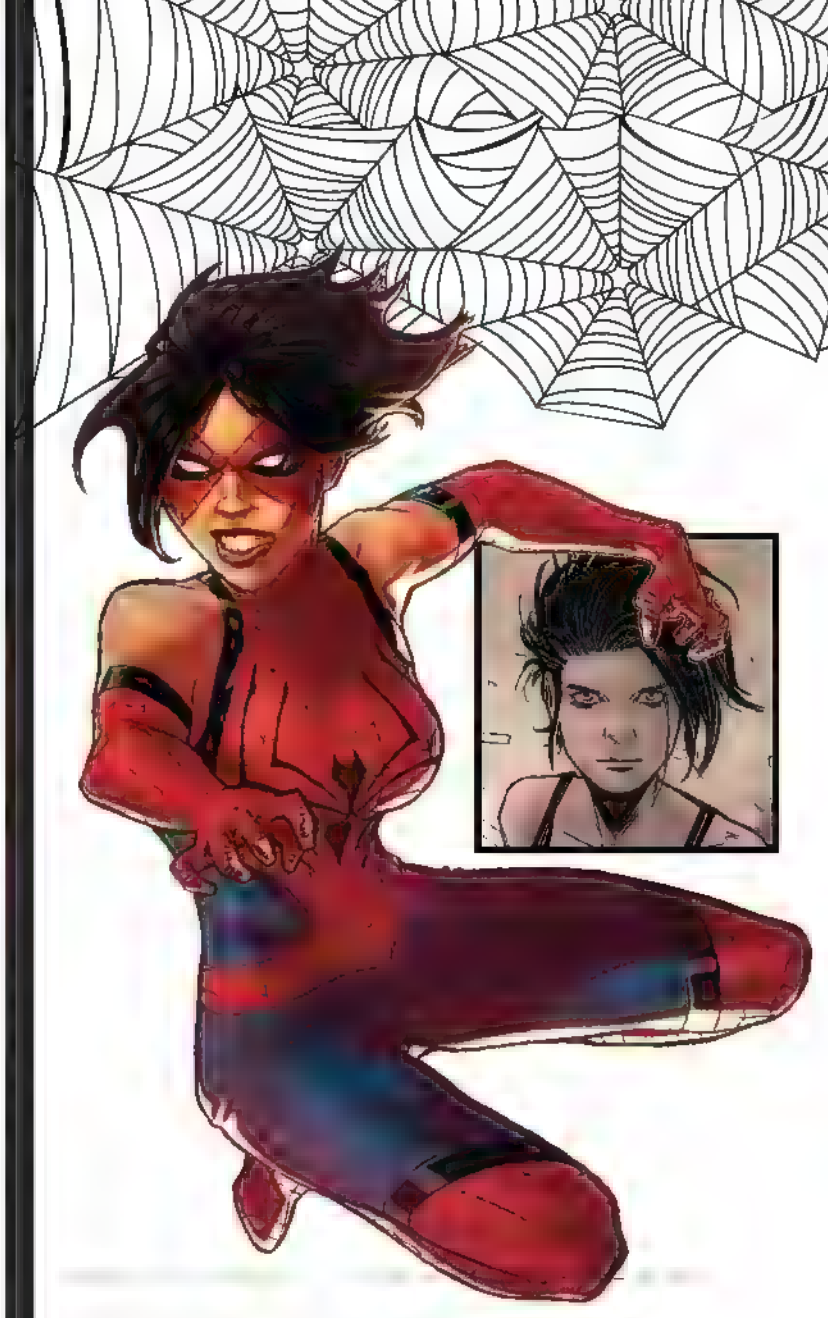
FIRST APPEARANCE: *Spider-Man, Season 1, "The Time for Revenge has come! Attack the Iron Cross Army!!"* (1978); (comics) *Amazing Spider-Man #9* (2014)

SPIDER-WOMAN (ASHLEY BARTON)



HISTORY: Ashley Barton grew up in the near future of Earth-807128, a dystopian world where nearly all the heroes were eliminated in a coordinated attack by super villains. Though present for her birth, Ashley's father, Hawkeye (Clint Barton), rarely visited Ashley and became estranged from her, leaving her to be raised by her biracial mother Tonya and an Ultron-8 robot in Hammer Falls (formerly Las Vegas). Though Barton inherited super-powers from her late grandfather, Spider-Man (Peter Parker), she did not gain his sense of responsibility, becoming belligerent and confrontational, charging other kids for protection, then bullying them for more money. Flush with power and idolizing Spider-Man, she adopted a Spider-Man-esque costume, while two of her friends became "Daredevil" and the "Punisher" in their super hero "team." When Barton was captured during an attempted takeover of the new Kingpin's territory, her father had to rescue her before she was executed like her two friends; Barton then brutally killed the Kingpin, and as his replacement, sent men after her fleeing father, but they failed to catch him. Later, when Earth-001's vampiric Inheritors began hunting Spider-Totems throughout the Multiverse, Barton was among the super-beings recruited to counter their threat, and deemed a Spider-Totem willing to kill her foes. After the Spider-Totems were attacked by the Inheritors, they retreated to Earth-3145, a world ravaged by radiation lethal to the Inheritors. By this point, Barton had embraced her heritage and took the code name Spider-Girl, then Spider-Woman. Barton was later among the group of heroes who confronted and convinced the renegade Inheritor Karn to defect; Barton hesitatingly relinquished a small portion of her life force in order to sustain Karn. She then joined the assault on the Inheritors' Loomworld (Earth-001) base, resulting in the Inheritors' defeat and exile to Earth-3145. After this, Barton returned to her home reality. Likely inspired by her compatriots, Barton began using wrist-m ounted web-shooters, occasionally assisted the Web-Warriors in protecting the Multiverse and took part in an interdimensional baseball game, playing for the Amazing Arachnids against the multiversal Wolverines' Seething Snikters.





REAL NAME: Ashley Barton
ALIASES: Spider-Girl, "Spider-Bitch"
IDENTITY: Secret
OCCUPATION: Adventurer
CITIZENSHIP: Amerika (Earth-807128)
PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: Tonya Barton (mother), Clint Barton (father, deceased), Peter Parker (grandfather, deceased), unidentified number of maternal aunts (names unrevealed)
GROUP AFFILIATION: Web-Warriors, Amazing Arachnids; formerly Spider-Army, Superior Spider-Army
EDUCATION: High school student
HEIGHT: 5'2"
WEIGHT: 115 lbs.
EYES: Gray
HAIR: Dark brown (possibly dyed black)
ABILITIES/ACCESSORIES: Ashley Barton possesses augmented strength and enhanced agility, both inherited from her grandfather, but has not displayed his early warning spider-sense. She is armed with wrist-mounted web-shooters hidden inside her stretch-fabric uniform.

INTELLIGENCE
STRENGTH
SPEED
DURABILITY
ENERGY PROJECTION
FIGHTING SKILLS

FIRST APPEARANCE:
Wolverine #67 (2008)

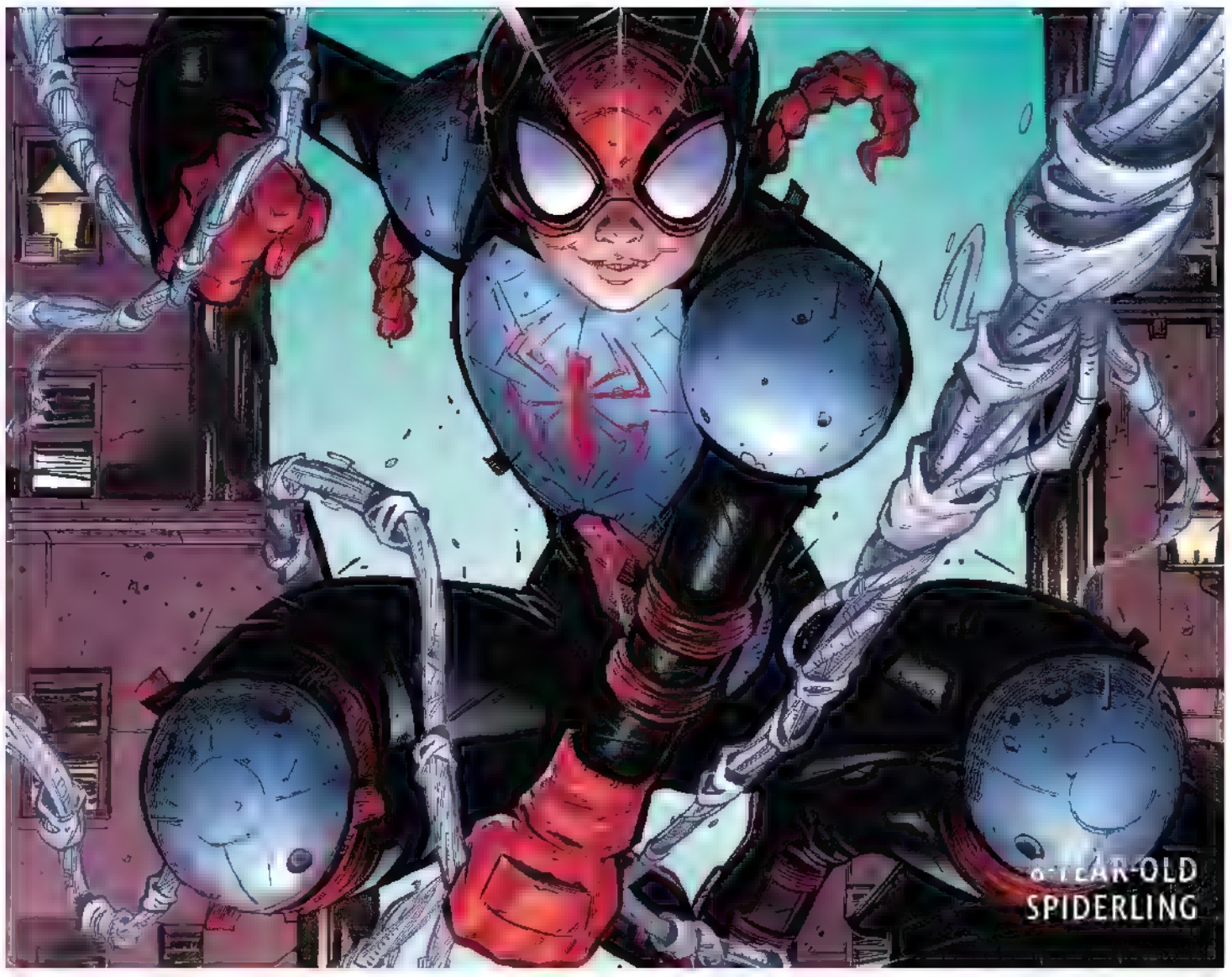
ART BY PAULO SIQUEIRA, JAMAL CAMPBELL, MARCO CHECCHETTO & OLIVIER COIPEL

SPIDERLING

HISTORY: As an infant, Annie Parker, daughter of Peter Parker (Spider-Man) and Mary Jane Watson-Parker, developed powers like her father's, but they were at times suppressed by an inhibitor bracelet. The baby was captured by her father's enemy, Venom (Eddie Brock), who wanted to torture Peter by threatening her. To protect her, Peter collapsed a burning building on Brock, apparently killing him, though Annie would suffer recurring nightmares about Venom for years. Peter retired as a super hero, despite the conquering of the world by Regent (Augustus Roman), who had captured many of the world's most powerful super heroes and siphoned their powers into himself. When Regent's operatives — Rhino, Beetle and Boomerang — attacked now-8-year-old Annie's school to capture the super-powered Power siblings, Peter arrived, fearing they were after his daughter. Using his powers for the first time since killing Venom, Peter defeated the villains, leading Regent to suspect Spider-Man had a child at the school. Regent's enforcers, the Sinister Six, screened the entrance to school and uncovered latent mutant Lewis. Spider-Man battled the Sinister Six and rescued Lewis and his father while Annie and Mary Jane fled. During the fight, agents from the S.H.I.E.L.D. espionage organization operating against Regent took Annie and Mary-Jane into protective custody. After capturing Spider-Man and S.H.I.E.L.D. Agent Sandman (William Baker), Regent discovered S.H.I.E.L.D.'s location by reading Sandman's mind, and his operatives invaded, but Annie helped S.H.I.E.L.D. defeat them. When S.H.I.E.L.D. then invaded Regent's headquarters using a teleportation circle created by S.H.I.E.L.D. Agent Spot (Johnathon Ohnn), Annie and Mary Jane followed, intending to rescue Peter. Annie overpowered Regent's scientist lieutenant Dr. Shannon Stillwell, whose experimental power-stealing battlesuit Mary Jane donned just as Regent attacked. Peter, floating in a vat Regent was using to siphon his powers, became aware of the battle and broke free. Peter battled the villain until Annie stabbed Regent with an inhibitor-arrow borrowed from S.H.I.E.L.D. Commander Hawkeye (Clint Barton), which deprived Regent of his stolen powers, allowing the Parkers to defeat him.

Later, Peter adapted Stillwell's suit to draw from his own power, allowing Mary Jane to fight crime alongside him. He also gave Annie a padded costume to protect her, though she would don it to aid in fighting crime. During a battle with the Mole Man, her spider-sense gave her a premonition of the future, a power which she hid from her parents. Professor Charles Xavier contacted the Parkers about Annie attending his school for mutant youth; although she chose to remain in her public school, she trained with Xavier's

MAKESHIFT COSTUME



X-Men mutant strikeforce in the use of her powers. Shortly after, Annie and Spider-Man battled the Lizard in 10-year-old mogul Norman Osborn II's office. Annie and Peter's close relationship fueled Osborn's hatred for Spider-Man, whom he blamed for the deaths of his father and grandfather. Osborn sent the Rhino to kidnap Annie and used her as bait to lure Spider-Man to him. Feeling sorry for Osborn, Annie stopped fighting and played on his guilt, but before he could make amends, his secretary Ms. January, suffering from an obsessive-mother complex, operated a massive Goblin mech to attack Spider-Man and "protect" Osborn. With Osborn's guidance, Annie was able to breach the robot and destroy its power source; Annie and Osborn became friends.

Years later, Peter and Mary Jane surprised 16-year-old Annie with a new costume and a promise of greater responsibility with her crimefighting family. She went through some social anxiety when her father started teaching photography at her school, but bonded with drama tech students Lacey and Reece, who had given themselves super-powers in an experiment. Adopting a new costume to help them train as a team (but still hiding that she was Spiderling), Annie and Reece stopped Lacey, whose father died while working for Osborn's grandfather, from killing Osborn. Geneticist Mister Sinister used Annie's blood to create an army of villains, one of whom—Chelicera—was connected to Annie by her spider-sense, a connection Annie used to knock Chelicera out. Later, as Sinister's army was attacking the X-Men, Annie was able to psychically overwhelm the spider-senses of all the attackers, then finally revealed her premonition abilities to her parents.

REAL NAME: Anna-May "Annie" Parker
ALIASES: "Spider-Girl," "Kid Spider," "Spidster," Amp, "Annie May"
IDENTITY: Secret
OCCUPATION: Student
CITIZENSHIP: USA (Earth-18119)
PLACE OF BIRTH: New York City, New York
KNOWN RELATIVES: Peter Parker (father), Mary Jane Watson-Parker (mother), stillborn sister (deceased), Ben Parker (great-uncle, deceased), May Parker, Anna Watson (great-aunts, deceased)
GROUP AFFILIATION: "Spider-Family"
EDUCATION: Attending high school
HEIGHT: 5'5" **WEIGHT:** 118 lbs.
EYES: Green **HAIR:** Red
ABILITIES/ACCESSORIES: Annie Parker possesses superhuman strength sufficient to lift a car, enhanced speed and agility and the ability to cling to walls. She has a "spider-sense" that creates a tingling in her head to warn her of danger, and also gives her premonitions of future danger, particularly threats to her family. Annie is highly intelligent and inventive. Her fighting style takes advantage of her impressive agility and speed. She wears web-spinners on her wrist that fire strong adhesive webbing and can be used to web-swing or ensnare opponents.

INTELLIGENCE
STRENGTH
SPEED
DURABILITY
ENERGY PROJECTION
FIGHTING SKILLS

FIRST APPEARANCE: *Amazing Spider-Man: Renew Your Vows #1* (2015)

ART BY SCOTT KOBLISH, ADAM KUBERT, RYAN STEGMAN & NATHAN STOCKMAN

WEB-WARRIORS

HISTORY: When the vampiric Earth-001 Inheritors targeted Spider-Totem-empowered heroes across the Multiverse, many of their targets formed a Spider-Army led by Spider-Man (Peter Parker of Earth-616). Tasked with finding additional recruits, Spider-Man (Earth-1610's Miles Morales) and Spider-Man (Earth-12041's Peter Parker) enlisted Spider-Man (Earth-67's Peter Parker) from a simplistic, cartoonish reality, Earth-31913's cowboy Spider-Man and his Spider-Horse, living action figure Earth-15312's Mini-Spider-Man, cartoonish Earth-99062 Spider-Man and the sentient Spider-Mobile (Earth-53931's Peter Parkedcar), Earth-66115's Future Foundation's Spider-Man, and Black Widow (Earth-1610's Jessica Drew). Dubbed the Web-Warriors by Parker-12041, despite Morales-1610's protests, they joined the Spider-Army's assault on the Inheritors' Loomworld headquarters, arriving mid-battle, and were instrumental in the Inheritors' defeat and subsequent banishment to the radioactive Earth-3145. Following a brief battle against Earth-616's time-displaced Spider-Man (Otto Octavius), who sought to destroy the Multiverse's Great Web to control his own destiny, Spider-UK (Earth-833's Billy Braddock) and Spider-Girl (Earth-616's Anya Corazon) expropriated the Loomworld base to safeguard realities whose Spider-Totems had been slain; dubbed the Warriors of the Great Web by their ally the Master Weaver (Earth-001's former Inheritor Karn), Spider-UK and Spider-Girl preferred the Web-Warriors, after Morales-1610's group. Meanwhile, the Scarlet Spider (Earth-616's Peter Parker clone Kaine), suffering from clone degeneration, hid in the Web-Warriors' base, secretly working with the Master Weaver searching other realities to find a cure.

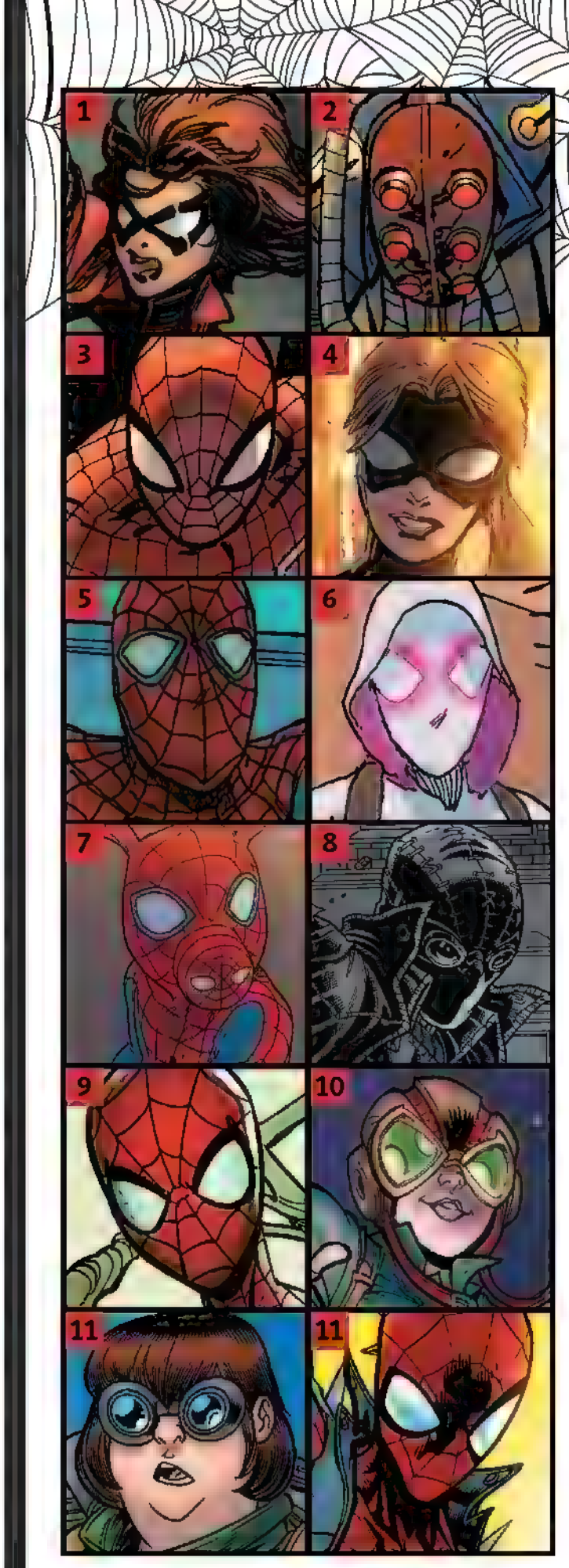
When the Multiverse was destroyed and the godlike Doctor Doom (Earth-616's Victor von Doom) turned the remains into the patchwork Battleworld, the Web-Warriors and other alternate-reality Spider-Totems were deposited onto Battleworld's Arachnia domain, created from Earth-22191's remnants. Due to Doom's mental tampering, the Web-Warriors retained only a vague impression of their true memories and a sense that they did not belong in Arachnia, but nonetheless fought crime until found by Spider-Man (Earth-50101's Pavitr Prabhakar), tracking dimensional anomalies resonating from Spider-Totems. Joining the Web-Warriors, Pavitr helped locate the brooding and secretive Spider-Man of 1939 (the "Noir" Earth-90214's Peter Parker) and teenage rock drummer Spider-

Woman (Earth-65's Gwen Stacy), who had escaped Arachnia's ruler, Earth-22191 businessman Norman Osborn, alongside the cartoon pig Spider-Ham (Earth-8311's Peter Porker). Unaware of Norman's plans to use his Siege Perilous chair to harness the Great Web's energies to overthrow Doom and restructure reality to his liking, Spider-Ham secretly revealed the Web-Warriors' location to Norman and they were captured by his agents, Earth-22191's Sinister Six, and deceived into aiding Norman in his Great Web research. Refusing to trust Norman, Gwen departed alone and encountered Earth-22191's long-thought-dead Peter Parker, who distracted Norman while Gwen informed the Web-Warriors of Norman's deception. Learning of the Siege Perilous chair from Spider-Ham, the Web-Warriors attempted to destroy it, but were confronted by one of Doctor Doom's Thor police officers, who mistakenly thought the Web-Warriors planned to use the chair themselves. During the battle against Earth-22191's Thor, Gwen convinced the Sinister Six's Electro to attack the chair, inadvertently causing a reality feedback loop that downed everyone present, leaving the returning Osborn to be defeated by Spider-Ham and Parker-22191, who then joined the recovering Web-Warriors to protect Arachnia.

After the Multiverse was re-created with Earth-616 now considered the Prime Reality, the Web-Warriors, their memories restored, resumed patrolling realities, unaware their frequent transports along the Great Web were tangling its strands, causing reality mergers. During their patrols, the Web-Warriors recruited Spider-Woman (Earth-982's May "Mayday" Parker) and defeated Green Goblins in two different alternate realities and a Sinister Six from a reality without bar soap, unaware of a looming greater threat: the Battery (Earth-449's Electro counterpart), who had absorbed hundreds of realities' Electro into his collective consciousness and assembled an Electro army to conquer the Multiverse. His Electros ambushed Mayday and Gwen on Earth-9105, capturing the latter. Escaping back to Loomworld, Mayday warned the Web-Warriors. Investigating on Earth-9105, the Web-Warriors were briefly attacked by the Electro army, who then retreated, leaving the Web-Warriors stuck on Earth-9105 with their wrist transporters disrupted by electrical interference. The Electros then attacked Loomworld, until Pavitr used his engineering skills to repair the transporters, allowing the Web-Warriors to return to Loomworld. Outgunned, the Web-Warriors rescued the severely weakened Master Weaver and fled to the turn-of-the-century-era Earth-803, a world without electricity, where they enlisted Lady Spider (Earth-803's May Reilly). Meanwhile, Gwen escaped and sought help on Earth-982. Using a primitive computer constructed by Pavitr, the Web-Warriors contacted Gwen, who informed them of the Battery's plans. The Web-Warriors provided a distraction, luring the Electro army to Earth-803, while Gwen teamed with rogue Battery slave Octavia Otto of Earth-1104 and Spider-Man (Earth-3145's Ben Parker) to stop the Battery by erasing his consciousness using an Octavia Otto–designed mind-transference helmet. To trap the Electros, Pavitr altered the Web-Warriors' webbing to be conductive, allowing them to create a conductive web wall around the Electros. Simultaneously, Gwen's plan was thwarted when Octavia was shocked unconscious, forcing Gwen and her allies to transport the Battery to Earth-803. While Spider-UK held the line, the remaining Web-Warriors sealed the web wall, seemingly also trapping both Spider-UK and Mayday, who had leapt in hoping to rescue him. Unaware their teammates had escaped using the transporters seconds before the walls closed, the disheartened

Web-Warriors returned to Loomworld. Octavia stayed, assisting the Master Weaver.

Feedback from the Electros' containment and the simultaneous usage of both Spider-UK and Mayday's transporters worsened the tangling of the Great Web, and Master Weaver proved unable to return Lady Spider to Earth-803. Noticing that the Great Web strand containing Pavitr's Earth-50101 was on fire, the Web-Warriors traveled there to find it overrun by symbiotic demons unleashed by the Neo-Alvers cult. While the Web-Warriors kept the demons busy, Pavitr and Lady Spider battled the cult's giant guardian in the nearby Ajanta Caves, removing his amulet and effectively destroying the demons. Returning home afterward, Spider-Man Noir found inhabitants of his 1939-era reality using smartphones, a result of the Great Web's tangling and realities merging, but kept the matter secret until the Web-Warriors were alerted by Spider-Man (Earth-138's Hobie Brown, "Spider-Punk") that his reality was merging with Earth-93726. Investigating, the Web-Warriors were present when another Great Web tangle deposited Earth-50810's Spider-Man and Doctor Octopus, both piloting gigantic robots (Mega Morphs), onto Earth-138. While the Warriors battled Octopus-50810, Octavia and the Master Weaver discovered the Great Web's recent tangles but Octavia's initial attempt to fix things instead worsened them, causing a reality quake across the Multiverse, shunting the Web-Warriors and their combatants into other realities and freeing the trapped Electro army on Earth-803. His access to Earth-803 restored by the quake, the Master Weaver received a communication from the stranded Spider-UK and Mayday, who requested reinforcements against the escaping Electros. Unable to reach the Web-Warriors due to their quake-damaged transporters, Octavia gathered a new Spider-Army from the surviving untangled realities to assist Spider-UK and Mayday. While Octavia located the stranded Gwen on Earth-8311, where the cartoon animal Scavengers defeated the similarly stranded Doctor Octopus-50810, Spider-Man-Noir and Pavitr, both shunted to Earth-90214, deduced the Great Web's entanglement problems and the Web-Warriors' culpability. Traveling to Earth-803 by using Spider-Man-50810's robot to generate vibrational resonance, Spider-Girl, Spider-Punk, Lady Spider and Spider-Man-50810 joined Octavia's Spider-Army fighting the Electro escape. On Earth-90214, Spider-Man-Noir and Pavitr were captured by Earth-22916's Harry Osborn, a deranged Goblin/Spider-hybrid whose reality had merged with Earth-90214. Learning of the Great Web by reverse engineering the Web-Warriors' transporters, Harry decided to conquer the entire Multiverse by traveling to Loomworld with his captives and tearing apart the Great Web. On Earth-803, the Battery took over Spider-Man-50810's robot; recalling the mind-transference helmet, Ben returned to Loomworld to obtain it, and found Osborn-22916 attacking the Great Web. Holding off Osborn, Master Weaver transported Ben, Spider-Man Noir and Pavitr back to Earth-803, where Ben used the mind-transference helmet to project his own consciousness into the Battery's hive mind. Now possessing Ben's nagging conscience, the Battery halted his attack and ordered the Electro army to cease hostilities. Using the Battery's energy powering Spider-Man-50810's robot, the Web-Warriors generated a super-resonance through the entire Great Web, causing a feedback that shocked Osborn unconscious and corrected the Great Web tangles. The Web-Warriors returned to Loomworld,



CURRENT MEMBERS:

1. BLACK WIDOW (EARTH-1610)
Active: *Amazing Spider-Man #14* (2015)
2. MASTER WEAVER (EARTH-001)
Active: *Amazing Spider-Man #15* (2015)
3. SPIDER-UK (EARTH-833)
Active: *Amazing Spider-Man #15* (2015)
4. SPIDER-GIRL (PRIME EARTH)
Active: *Amazing Spider-Man #15* (2015)
5. SPIDER-MAN (EARTH-50101)
Active: *Spider-Verse #1* (2014)
6. SPIDER-WOMAN (EARTH-65)
Active: *Spider-Verse #2* (2015B)
7. SPIDER-HAM (EARTH-8311)
Active: *Spider-Verse #2* (2015B)
8. SPIDER-MAN (EARTH-90214)
Active: *Spider-Verse #3* (2016)
9. SPIDER-WOMAN (EARTH-982)
Active: *Spider-Verse #3* (2016)
10. LADY SPIDER (EARTH-803)
Active: *Spider-Verse #3* (2016)
11. OCTAVIA OTTO (EARTH-1104)
Active: *Spider-Verse #5* (2016)
12. SPIDER-MAN (EARTH-138)
Active: *Web-Warriors #11* (2016)

where three of Octavia's Spider-Army briefly remained to train while Spider-Punk and Black Widow-1610 officially joined as the Web-Warriors' newest recruits.

Shortly after, Gwen discovered Scarlet Spider (Kaine) hiding on Loomworld, and, without informing the other Web-Warriors, helped him prevent his home reality from being overrun by an extremely contagious, decay-causing Carrion virus.

To keep watch on the banished Inheritors, Pavitr sent surveillance robots to Earth-3145, where the Inheritors had bunkered inside the radiation-proof Simms Tower. Each robot in turn was eventually discovered and destroyed by the Inheritors, but the ongoing surveillance showed the starving Inheritors wasting away more and more over the months. The Web-Warriors began dismantling the Inheritors' Loomworld base, originally constructed using spoils from societies the Inheritors had conquered, throwing a party to celebrate Loomworld's official end. After most of the Web-Warriors had departed back to their own realities, Spider-UK and the Master Weaver received a signal from the Prime Reality that Inheritor cloning technology had been activated. Realizing that the captive Inheritors had been using the Web-Warriors' dismantled Spider-Bots to broadcast a signal to project their consciousnesses into newly cloned bodies, Spider-UK had the Master Weaver summon the Web-Warriors back to Loomworld, where they began recruiting allies, including Spider-Punk, for a potential war with the Inheritors.

NOTE: *These Web-Warriors should not be confused with Earth-12041's Web-Warriors, a squad of alternate-reality heroes formed by Spider-Man-12041 prior to his membership with these Web-Warriors, the Web-Warriors group summoned by an alternate-reality Anansi the Spider-God to combat a symbiote invasion or the Web-Warriors group comprising alternate-reality heroes captured by the Collector for use in the Elders of the Universe's Contest of Champions, who assembled to protect a new Spider-Man from the Grandmaster's Sinister Six.*

FORMER MEMBERS:

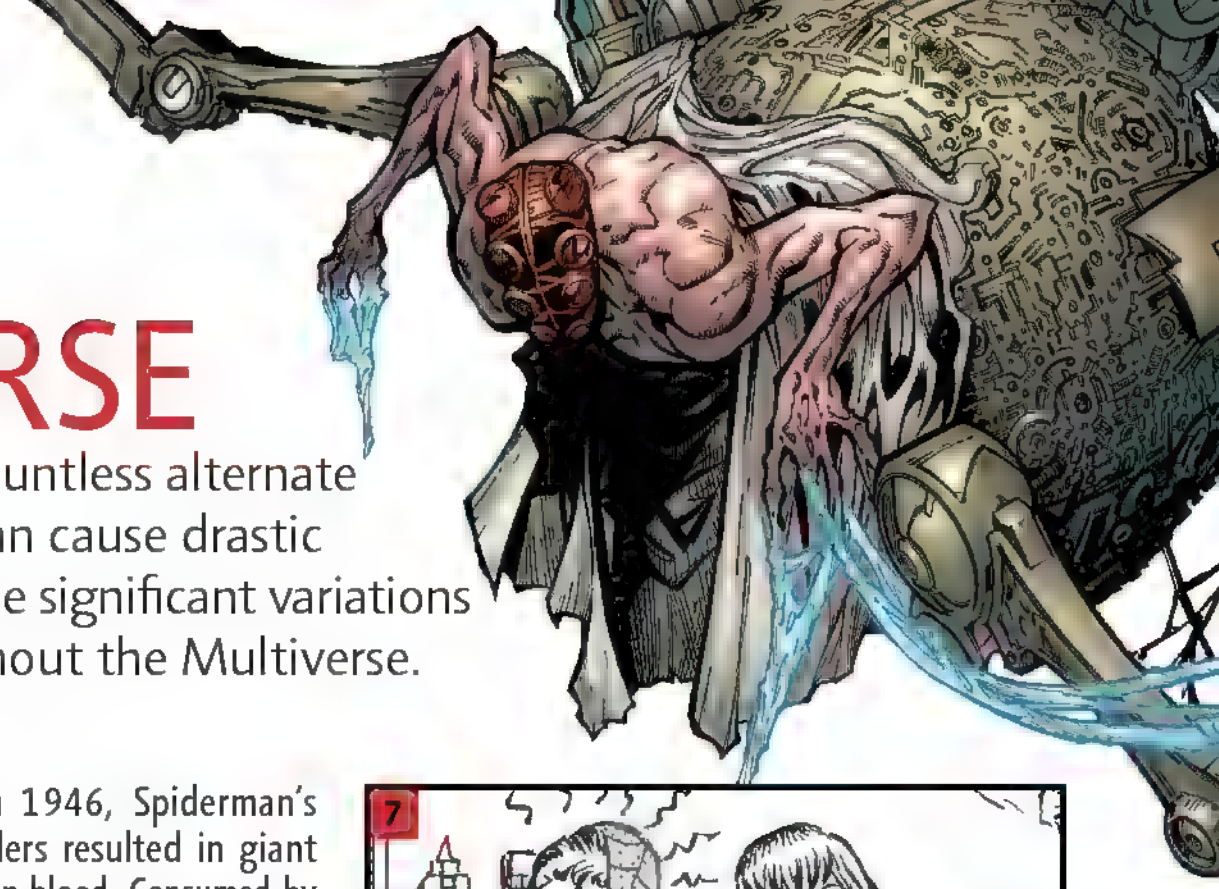
1. SPIDER-MAN (EARTH-1610)
Active: *Spider-Verse Team-Up #2* (2015)
2. SPIDER-MAN (EARTH-12041)
Active: *Spider-Verse Team-Up #2* (2015)
3. SPIDER-MAN (EARTH-67)
Active: *Spider-Verse Team-Up #2* (2015)
4. SPIDER-MAN (EARTH-99062)
Active: *Amazing Spider-Man #12* (2015)
5. SPIDER-MOBILE (EARTH-53931)
Active: *Amazing Spider-Man #12* (2015)
6. MINI-SPIDER-MAN (EARTH-15312)
Active: *Amazing Spider-Man #12* (2015)
7. SPIDER-MAN (EARTH-31913)
Active: *Amazing Spider-Man #12* (2015)
8. SPIDER-HORSE (EARTH-31913)
Active: *Amazing Spider-Man #12* (2015)
9. SPIDER-MAN (EARTH-66115)
Active: *Amazing Spider-Man #14* (2015)
10. PETER PARKER (EARTH-22191)
Active: *Spider-Verse #5* (2015)

BASE OF OPERATIONS:
Earth-001 (Formerly Loomworld)

FIRST APPEARANCE: (Original subgroup recruitment) *Spider-Verse Team-Up #2* (2015); (original subgroup, fully seen) *Amazing Spider-Man #12* (2015); (full team) *Amazing Spider-Man #15* (2015)

ART BY ANDRÉ LIMA ARAÚJO, DAVID BALDEÓN & GIUSEPPE CAMUNCOLI

SPIDER-MEN OF THE MULTIVERSE



THE MARVEL MULTIVERSE is a vast group of countless alternate universes where even one slight change in events can cause drastic alterations in reality itself. Shown here are some of the significant variations of Spider-Man that have been documented throughout the Multiverse.

1. PRIME REALITY: In 1946, Spiderman's experimentations on spiders resulted in giant monsters that fed on human blood. Consumed by his own mutated monster spiders. *Blonde Phantom Comics #12* (1946)

2. PRIME REALITY: Teenage Peter Parker was bitten by a radioactive spider, granting him spider-like abilities. Believing great power comes with great responsibility, Parker has used his abilities as the heroic Spider-Man for years. *Amazing Fantasy #15* (1962)

3. PRIME REALITY: Created by Kang the Conqueror, Timespinner, a robot duplicate of Spider-Man (Peter Parker) was sent to attack the Avengers until shut down by the true Spider-Man. *Avengers #11* (1964)

4. REALITY-665: Spidey-Man (Peter Pooper) divided his time between costumed adventuring and working as a photographer for the *Daily Bagle* under editor J. Jawbone Junkton. *Not Brand Ecch #2* (1967)

5. PRIME REALITY: Clone of Spider-Man (Peter Parker); goes by Ben Reilly, operates as Scarlet Spider. *Amazing Spider-Man #149* (1975)

6. REALITY-772: Spider-Man (Peter Parker) joined the Fantastic Four (renamed the Fantastic Five); they were killed by the Reality-001 Inheritor Karn. *What If...? #1* (1977)

7. REALITY-77013: Spider-Man of a black-and-white, constantly resetting reality. Married to Mary Jane Watson. *Amazing Spider-Man* newspaper strip (1977); (comics) *Spider-Verse #1* (2014)

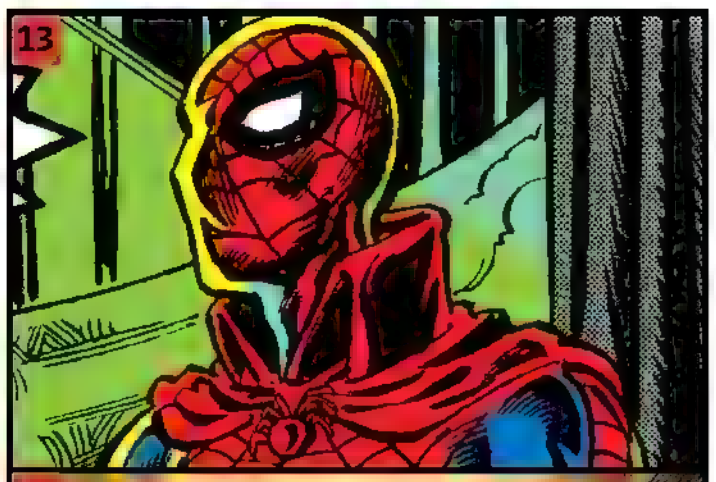
8. REALITY-78127: Accidentally bitten by a radioactive spider at a scientific exhibition, Eugene "Flash" Thompson gained spider-powers and accidentally killed wrestler "Crusher" Hogan. Seeking atonement, Thompson became the crimefighting Captain Spider. Killed during an interdimensional war against the vampiric Inheritors. *What If...? #7* (1978)

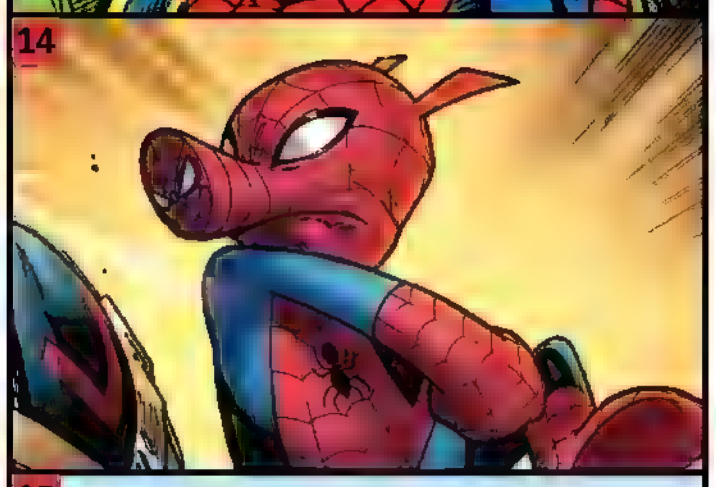
9. REALITY-7840: Aboutknee High School student and anthropomorphic spider Webster Weaver was bitten by an irradiated human scientist during a science exhibition and granted human-level strength and agility, becoming the 'mazing Man-Spider. *What If...? #8* (1978)

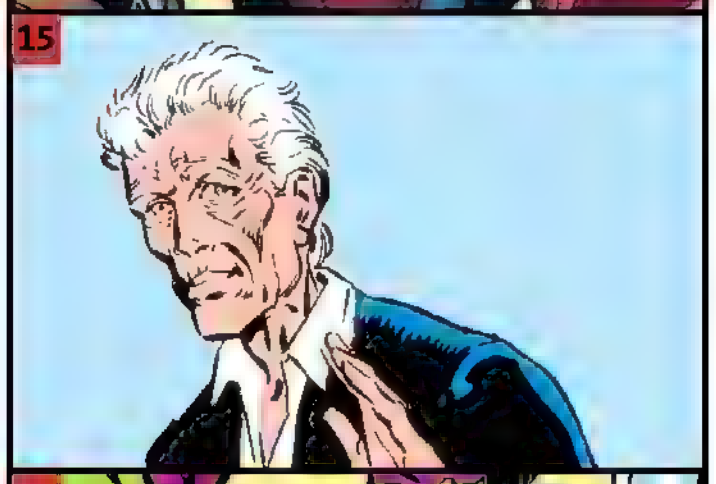
10. REALITY-51778: Japanese motocross racer Takuya Yamashiro gained spider-powers from an extraterrestrial serum, becoming Supaidaman (Spider-Man). Battled the vampiric Inheritors from Reality-001. *Spider-Man, Season 1, "The Time for Revenge Has Come! Attack the Iron Cross Army!!"* (1978); (comics) *Amazing Spider-Man #9* (2014)

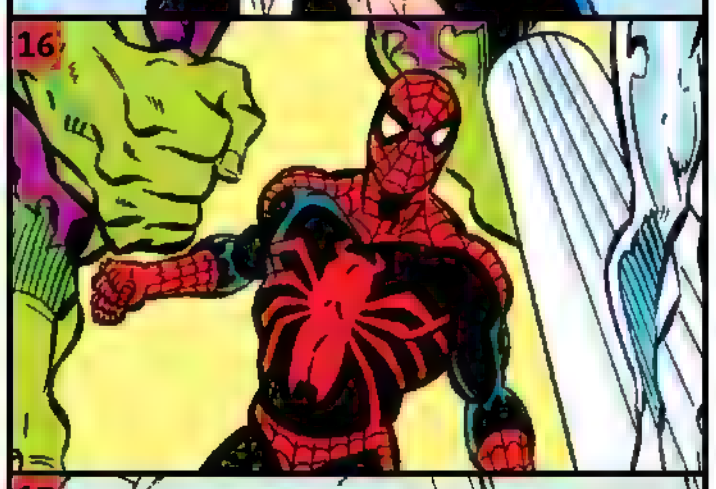
11. PRIME REALITY: A pre-clone injected with Spider-Man (Peter Parker)'s blood, the Spider-Amoeba was released by Carrion (Miles Warren clone) to kill Spider-Man; ultimately destroyed in a fire. *Spectacular Spider-Man #31* (1979)

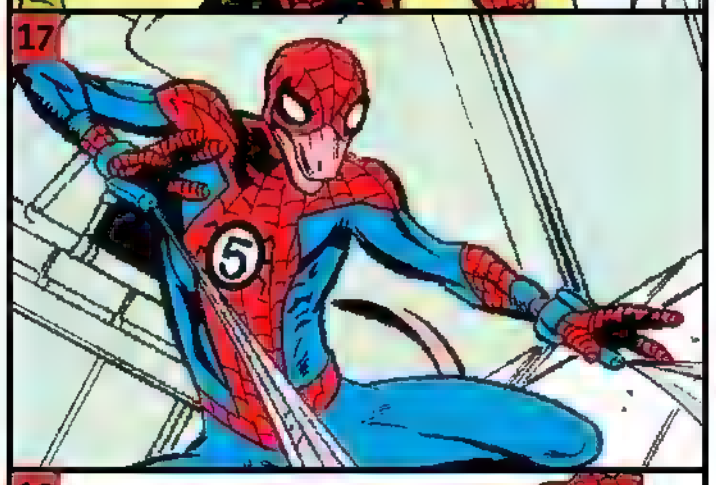
12. REALITY-3123: Frail and timid Peter Parker's Aunt May brought him his lunch during a field trip to a science exhibition, where she was bitten by a radioactive spider, becoming Spider-Ma'am. Survived attack by vampiric Karn. *What If...? #23* (1980)

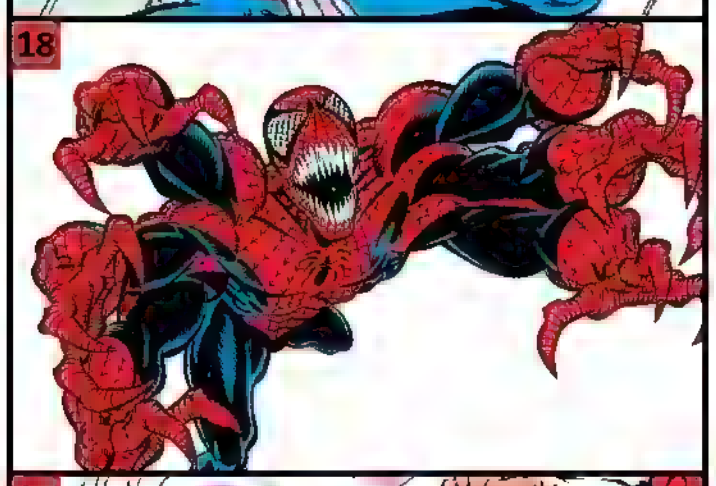


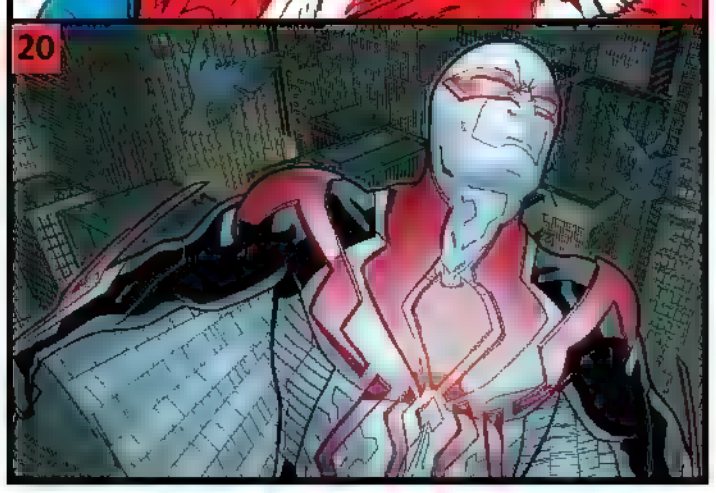












13. REALITY-80219: After gaining spider-like powers, Peter Parker became famous celebrity Spider-Man. Briefly drawn into a battle against the vampiric Reality-001 Inheritors. *What If…? #19* (1980)

14. REALITY-8311: A spider transformed by the bite of an irradiated pig, became Spider-Ham (Peter Porker). Joined the Web-Warriors to safeguard realities without spider-powered heroes. *Marvel Tails #1* (1983)

15. REALITY-1089: Permanently bonded to an alien symbiote costume, Spider-Man (Peter Parker) was left an elderly man after the symbiote fed on his life force. Parker ultimately died of natural causes while researching ways to kill the symbiote. *What If...? #4* (1989)

16. REALITY-9105: After challenging ruler Sphinx (Meryet Karim) in his Egyptian-dominated world, Spider-Man (Peter Parker) was later fed upon by the other Inheritors. *New Warriors #11* (1991)

17. REALITY-99476: A member of the Fantastic Five, Arachnosaur was mind-controlled by the High Evolutionary into battling the dimension-traversing Excalibur. Later killed by the Inheritor Solus. *Excalibur #51* (1992)

18. PRIME REALITY: Doppelganger, a six-armed, monstrous version of Spider-Man (Peter Parker) was created to aid the Magus' quest for the Infinity Gauntlet. Later killed by Carnage (Cletus Kasady). *Infinity War #1* (1992)

19. REALITY-148: A member of Ee'Rath's Excalibur team, Spider-Man was killed by the sorcerer Necrom and reanimated decades later as Necrom's agent. *Excalibur #46* (1992)

20. REALITY-928: Late-21st-century resident Miguel O'Hara gained spider-like abilities through corporate espionage; battled corruption as Spider-Man. *Spider-Man 2099 #1* (1992)

21. REALITY-92100: Unable to rid himself of four extra arms gained in a lab accident, Spider-Man (Peter Parker) became a champion for the disabled. Later killed by Inheritor Daemos. *What If...? #42* (1992)

22. PRIME REALITY: Clone of Spider-Man (Peter Parker); formerly villain named Kaine, now heroic Scarlet Spider. *Web of Spider-Man #119* (1994)

23. PRIME REALITY: A failed, hulking clone of Peter Parker created by the Jackal (Miles Warren), the Guardian protected his creator's secret lab until he succumbed to clone degeneration and died. *Web of Spider-Man #122* (1995)

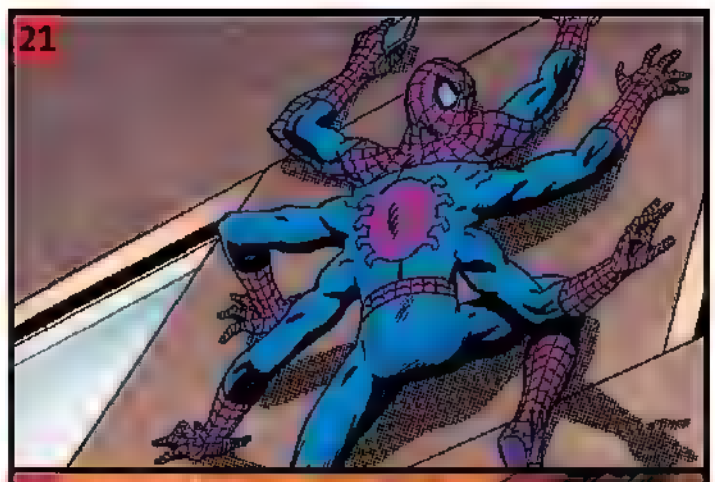
24. PRIME REALITY: A failed, undersized clone of Peter Parker created by the Jackal (Miles Warren), Jack served as his creator's assistant until he began surreptitiously aiding Spider-Man (Parker); the Jackal subsequently killed him. *Web of Spider-Man #122* (1995)

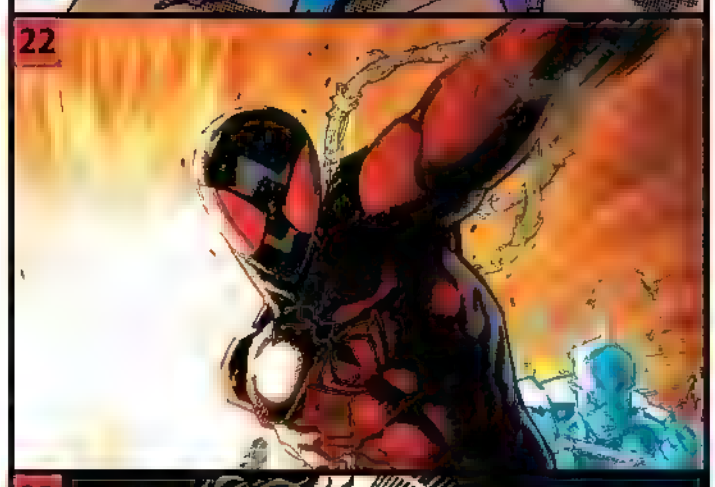
25. REALITY-958: Peter Parker was tricked into designing mechanical web-shooters and a costume for bully Eugene "Flash" Thompson, who had gained spider-powers and become the criminal Spider. As Spider-Man, Parker created technology he used to defeat Thompson. *What If…? #76* (1995)

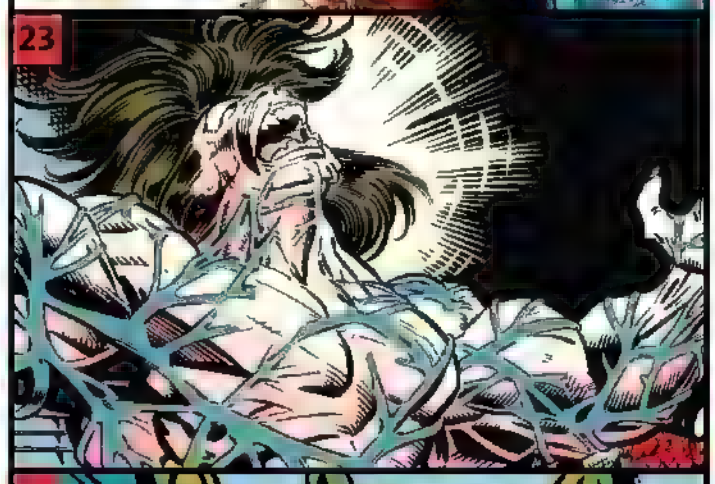
26. REALITY-9500: In 2211, Dr. Max Borne became Spider-Man to fight his own insane daughter, the Hobgoblin. Apparently killed by Earth-9500's Chameleon. *Spider-Man 2099 Meets Spider-Man* (1995)

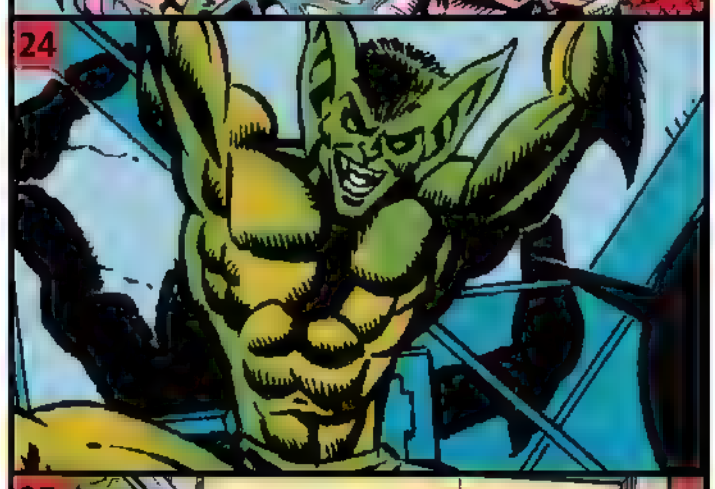
27. PRIME REALITY: Spidercide. Murderous clone of Spider-Man (Peter Parker), granted shape-shifting powers by his creator Jackal (Miles Warren). Believed killed by a fall. *Spectacular Spider-Man #222* (1995)

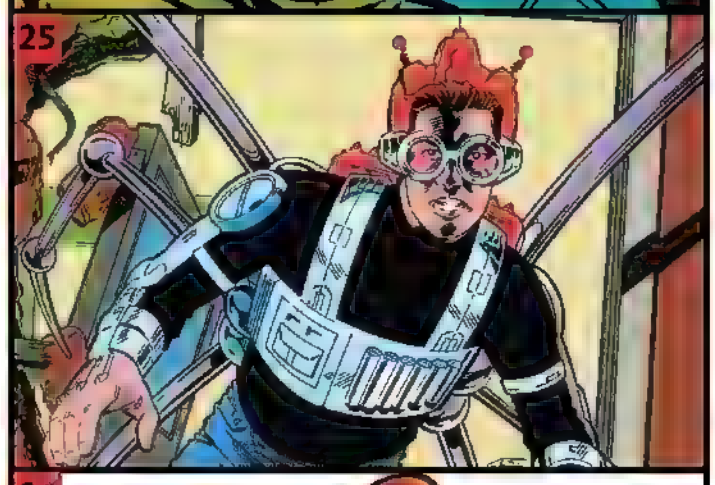
28. REALITY-688: After being bitten in his teens by an irradiated spider, Peter Parker occasionally transformed into a gigantic spider-creature. Parker later sacrificed his life to save his son Ben from a mob when Ben began mutating. *What If..? #88* (1996)

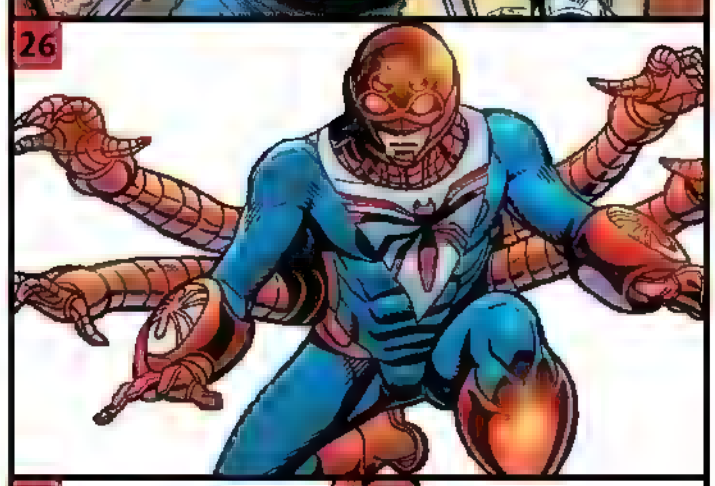


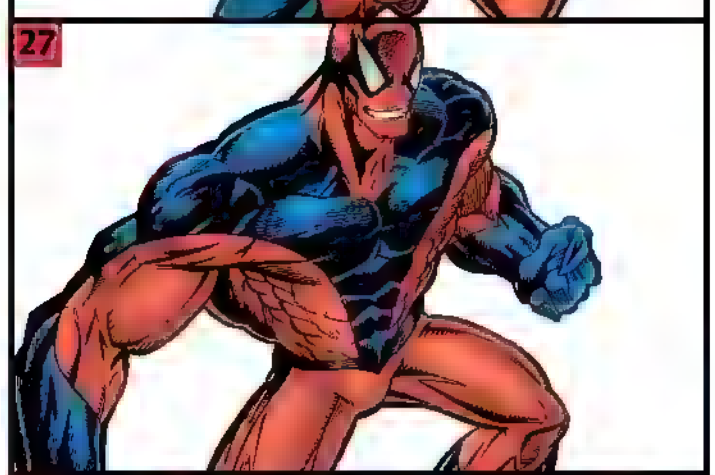












29. REALITY-96211: Gained spider-like powers after irradiated spider bite; designed grappling hook mechanism to simulate web-spinning as Spider-Man. Battled vampiric Inheritors. *Marvel Vision #2* (1996)

30. REALITY-9792: Peter Parker was bitten by a radioactive sheep, gaining superhuman powers as the grass-eating Sheep-Boy. *What If...? #100* (1997)

31. REALITY-9997: Peter Parker retired from costumed heroics after his dual identity as Spider-Man was publicly revealed; later became a police officer. *Earth X #0* (1997)

32. REALITY-982: Retiring his Spider-Man identity after losing a leg in combat with the Green Goblin (Norman Osborn), Earth-982's Peter Parker became a police forensic scientist and mentor to his daughter May, who inherited his powers and became the costumed Spider-Girl. Parker died defending his family against the vampiric Inheritor Daemos. *What If..? #105* (1998)

33. REALITY-982: An imperfect clone of Spider-Man (Peter Parker), Kaine rescued Parker's infant daughter May from Norman Osborn and assassinated the Kingpin (Wilson Fisk). He eventually became part of a government-sanctioned team of reformed super villains. *Spider-Girl #12* (1999)

34. REALITY-1298: Beloved six-armed hero Man-Spider (Peter Parker) allowed a clone of himself to take his place in public. Later killed with numerous other heroes while battling Madelyne Pryor. *Mutant X #6* (1999)

35. REALITY-1298: Clone of Spider-Man (Peter Parker), took his place in the public eye for a time; ultimately killed by Madelyne Pryor. *Mutant X #5* (1999)

36. REALITY-99062: The cartoon-like Spidey (Peter Parker) was a super-powered costumed paper delivery boy for the *Daily Bugle* newspaper in a world where children comprised most of the heroes and villains. Fought against the Inheritors. *Amazing Spider-Man #8* (1999)

37. REALITY-1610: Peter Parker gained spider-powers through a spider infused with Norman Osborn's experimental Oz formula, becoming the heroic Spider-Man. Believed killed in battle but revived by Oz, Parker moved away after giving his blessing to his replacement as Spider-Man, Miles Morales. *Ultimate Spider-Man #1* (2000)

38. REALITY-98120: Spider-Man (Miguel O'Hara), a veteran of the temporal Destiny War, was hunted and killed by Morlun. *Avengers Forever #12* (2000)

39. PRIME REALITY: Existing in the Eurth dimension of reality-616, the Webslinger was granted a spider's nature by the Widow of the Web, who warned the Webslinger not to use his powers for personal gain. Ultimately cursed to become the guard of the Webwood Forest. *Avataars: Covenant of the Shield #2* (2000)

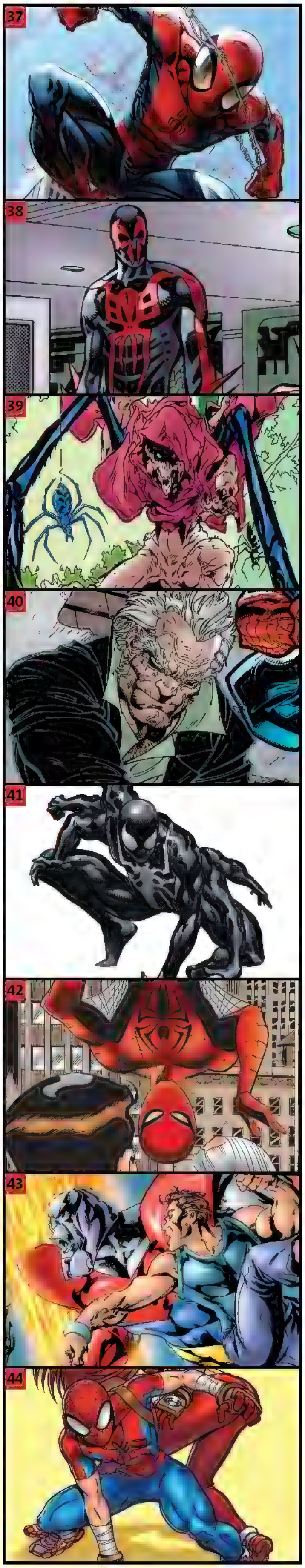
40. PRIME REALITY: Former leader of the Spider-Society, spider-powered Ezekiel Sims fought beside Spider-Man (Peter Parker) against the vampiric Morlun, while secretly intending for Parker to take his place as a human sacrifice. Sims instead took Parker's place. *Amazing Spider-Man #30* (2001)

41. PRIME REALITY: Possibly the same being worshipped by the ancient Incans, the monstrous man-spider Ai Apaec was chemically transformed into a more human form in modern times to pose as Spider-Man. Later reduced to inches and apparently killed underfoot. *Osborn #1* (2011)

42. REALITY-928: Born with a rare blood disorder, Gerald Drew gained spider-like abilities after years of blood treatments, using them as Spider-Man. *Spider-Girl #35* (2001)

43. REALITY-5692: Peter Parker grew up on an Earth that had been ruled by Skrulls. Parker was a competitor in the Skrulls' gladiatorial games. *Exiles #8* (2002)

44. REALITY-2301: The last surviving ninja of the Spider Clan, Peter Parker assumed the identity of Spider-Man to seek vengeance against Venom for murdering his sensei and uncle, Ben Parker. *Marvel Mangaverse: Spider-Man #1* (2002)



45. REALITY-600625: Peter Parker became disillusioned after learning his Uncle Ben was killed because of gambling debt, becoming a greedy egomaniac using his powers for personal gain. *Startling Stories: The Megalomaniacal Spider-Man #1* (2002)

46. REALITY-15: A mass murderer with several life sentences, Peter Parker merged with the alien Spider symbiote and was drafted into the Timebreakers' reality-hopping Weapon X team. Killed by Reality-3062's Firestar. *Exiles #12* (2003)

47. REALITY-311: In the 17th century, Peter Parquagh was an orphaned Scottish teenager who eventually relocated to Colonial America and became the Spider after an irradiated spider bit him; returned to England after his wife was killed by Norman Osborne. Later killed by vampiric Morlun. *Marvel: 1602 #1* (2003)

48. REALITY-8545: Six-armed Spider-Man (Peter Parker) was infected with the Vi-Lock virus, converting him to a zombie-like, techno-organic being. Was later recruited to battle the vampiric Inheritors. *Exiles #20* (2003)

49. REALITY-9907: Amoral Peter Parker and Fatal Force attempted to seize control of their war-torn Earth after the fascist Doctor Doom (Victor Von Doom) was removed from power. *Spider-Girl #57* (2003)

50. REALITY-312500: Peter Parker was accused of murder, taking a final stand against the police on his Aunt May's grave that ended in his death; he left behind a son named Ben. *Amazing Spider-Man #58* (2003)

51. REALITY-4400: A member of the heroic Fantastic Five, Spider-Man (Peter Parker) was killed by Reality-4023's King Hyperion. *Exiles #43* (2004)

52. REALITY-5113: The sadistic, six-armed Spider-Man served Dormammu. *Defenders #4* (2004)

53. REALITY-7041: 15-year-old Spider-Man J (Sho Amano) lives in Tokyo, Japan, and has the paranormal abilities of a spider. Recruited into the multiversal Spider-Army to battle the Inheritors. *Comic Bom Bom* (2004)

54. REALITY-5701: After Apocalypse took over the world, Peter Parker was transformed into Apocalypse's four-armed, four-legged Horseman Pestilence. *Cable & Deadpool #15* (2005)

55. REALITY-200501: Grade school-aged Peter Parker used his spider-powers to cheat at dodgeball. *Wha...Huh?* (2005)

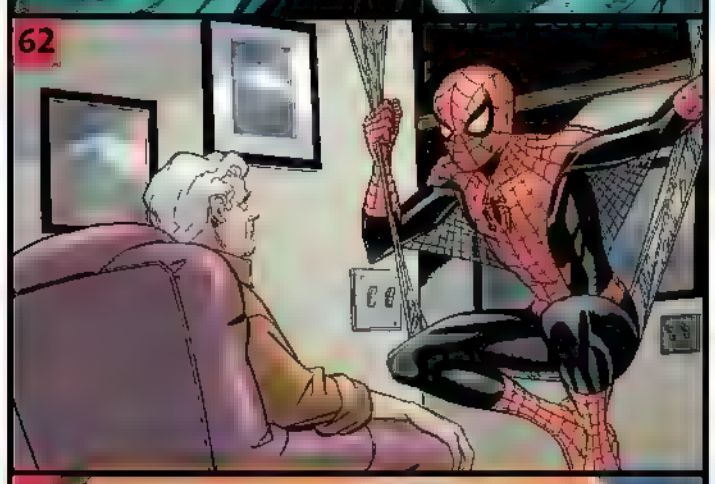
56. REALITY-2149: Spider-Man (Peter Parker) was one of the first to succumb to a necrotizing contagion that turned his Earth's superhumans into decaying cannibals. Perpetually torn between his guilt and his ravenous hunger, Spider-Man ultimately killed Reality-2149's remaining zombies and himself with a nanite-enhanced Sandman. *Ultimate Fantastic Four #22* (2005)

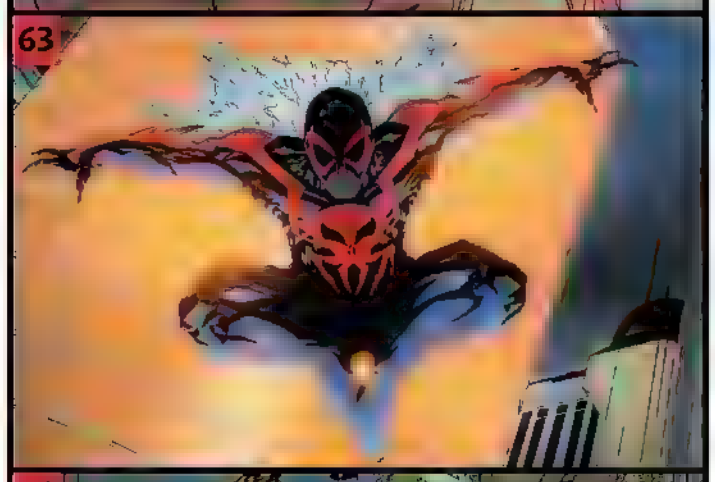
57. REALITY-50101: Indian teenager Pavitr Prabhakar was granted spider-like powers to battle the demon-possessed businessman Nalin Oberoi. A technical genius, Pavitr later joined the dimension-hopping Web-Warriors. *Spider-Man: India #1* (2005)

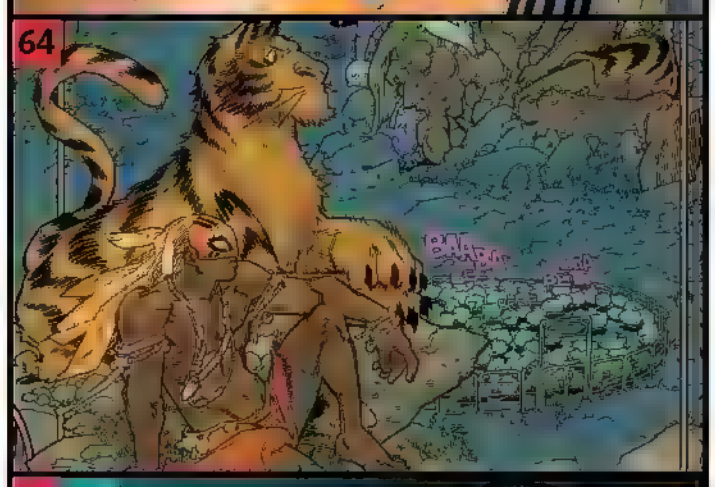
58. REALITY-50810: Tony Stark created giant, sophisticated battle gear powered by various super heroes' individual abilities. Piloting his Mega Morph, Spider-Man fought Doctor Octopus and Doctor Doom, and later allied with the interdimensional Web-Warriors. *Mega Morphs #1* (2005)

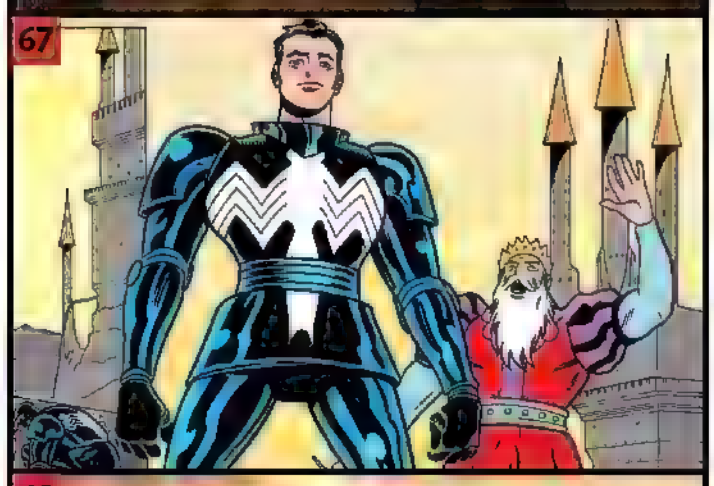
59. REALITY-58163: A world-famous super hero on a mutant-ruled world, Spider-Man was a billionaire with a loving wife and son while hiding that he was not a mutant. Guilt fractured his psyche, leading to a double life as the diabolical Green Goblin before his secret was discovered. He was eventually slain by the Inheritor Karn. *Spider-Man: House of M #1* (2005)

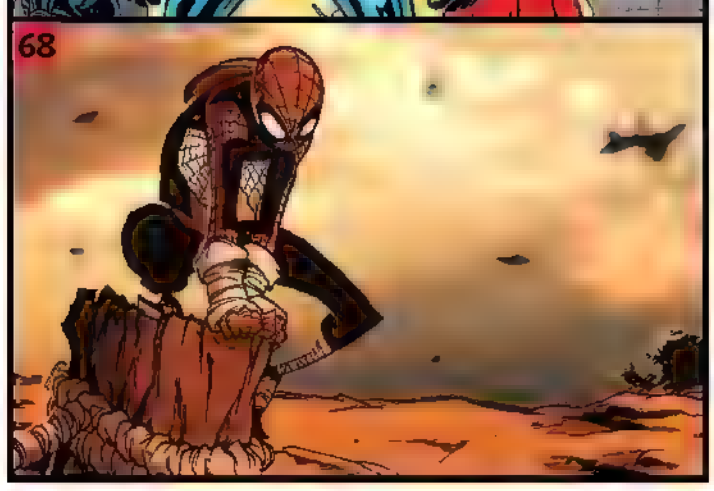
60. REALITY-200515: Spider-Man aged in real time since first appearing in 1962, ultimately patrolling New York in an adult diaper. *Wha...Huh?* (2005)











61. REALITY-70134: Spider-Man, slain in battle by Morlun, refused the Other entity's offer of a return to life; instead, the Venom symbiote bonded with Parker's corpse, becoming Poison. *What If...?: Spider-Man—The Other #1* (2006)

62. REALITY-6078: Spider-Man (Peter Parker) revealed his identity to his Uncle Ben following the death of his Aunt May in an accident. After Ben became Spider-Man's show business agent, Spider-Man became an egotistical showboater, eventually firing Ben. *Friendly Neighborhood Spider-Man #8* (2006)

63. REALITY-6375: Spider-Man (Miguel O'Hara) was publicly unmasked and forced to flee his future reality to join the dimension-traversing Exiles. Killed by the Inheritor Morlun. *Exiles #72* (2006)

64. REALITY-7082: Kwaku Anansi, the sometime mischievous Spider-God, played the trickster out of boredom, but learned the power of responsibility, from a quest set by his Uncle Nebasti. Later recruited to fight the ravenous Inheritors. *Spider-Man: Fairy Tales #2* (2007)

65. REALITY-7161: Peter Parker turned his resentment and loneliness inward, becoming an overweight video game designer; never gained super-powers. *Sensational Spider-Man #41* (2007)

66. REALITY-7140: Surviving all of life's hardships, Peter Parker lived a happy life with his wife Mary Jane Watson and their children, Benjamin and Mary. *Sensational Spider-Man #40* (2007)

67. REALITY-71004: Peter Parker was the last scion of a medieval lineage of knights, but became a servant to the cruel Sir Norman Osborn when his father died. Killed Osborn for killing Princess Gwendolyn. Slain by the vampiric Inheritors. *Spider-Man Fairy Tales #4* (2007)

68. REALITY-7122: Thought to be the last survivor of his ninja clan, Spider-Man (Peter Parker) was later recruited into an interdimensional war against the Inheritors. *Spider-Man Family Featuring Spider Clan #1* (2007)

69. REALITY-70105: Dr. Robert Bruce Banner was bit by an irradiated spider and gained spider-like abilities, eventually becoming S.H.I.E.L.D. Agent Spider-Man. Later killed by the Inheritor Daemos. *Bullet Points #4* (2007)

70. REALITY-70237: Shattered by his wife Mary Jane's death from cancer, Peter Parker quit being Spider-Man, but came out of retirement as an old man to battle New York City's authoritarian Mayor Waters. Killed by the Inheritor Morlun. *Spider-Man: Reign #1* (2007)

71. REALITY-8351: Spider-Man (Peter Parker) became an assassin partnered with Wolverine. Killed by the Inheritor Daemos. *What If...?: Spider-Man vs. Wolverine #1* (2008)

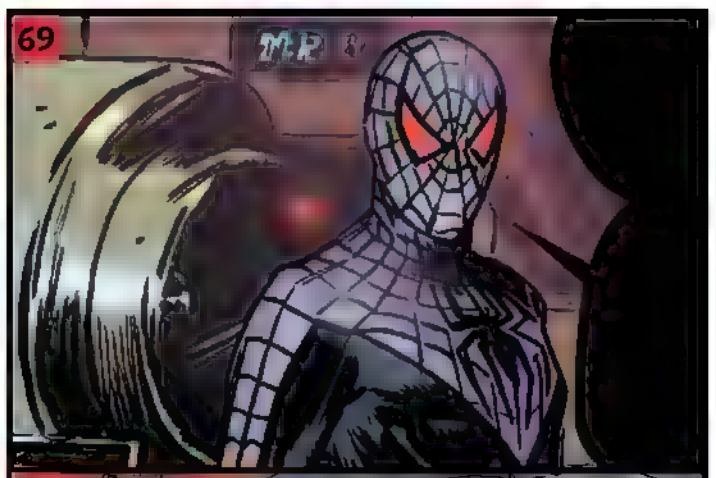
72. REALITY-8101: Primate Peter Parker gained spider-like abilities from an irradiated spider bite, which he used to fight criminals on his own and with the heroic Apevengers. Died battling the Inheritor Jennix. *Amazing Spider-Man Family #1* (2008)

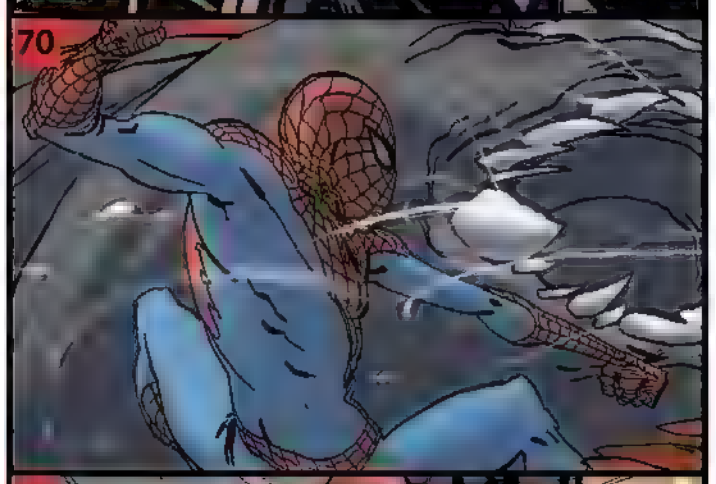
73. PRIME REALITY: Mac Gargan, the criminal Scorpion, posed as Spider-Man in Norman Osborn's illegitimate Avengers team. *Amazing Spider-Man #19* (1964); (as Spider-Man) *Dark Avengers #1* (2009)

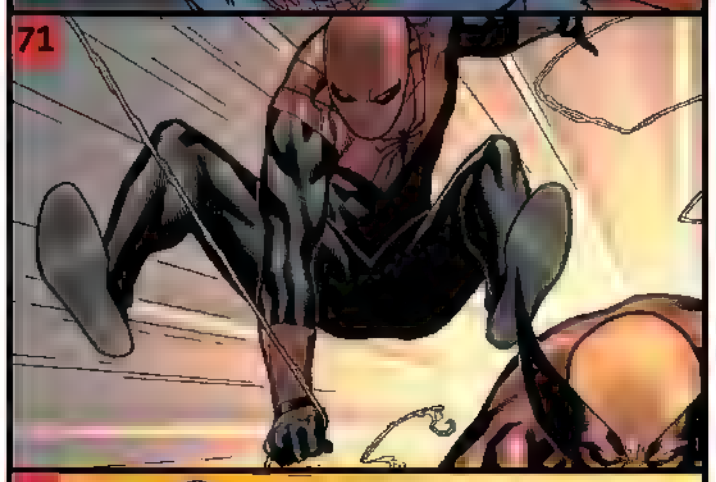
74. REALITY-90214: Granted powers by a mysterious artifact in 1933, Peter Parker became the masked mystery man Spider-Man. Recruited into the dimension-hopping Web-Warriors. *Spider-Man Noir #1* (2009)

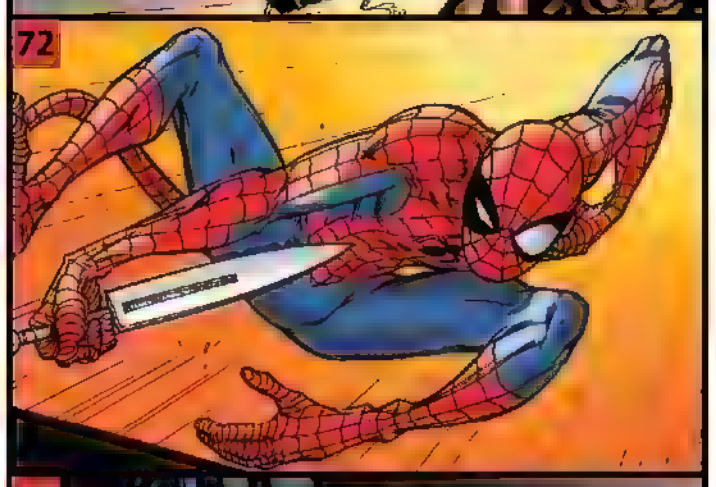
75. REALITY-95019: Primate Peter Parker was bitten by a radioactive spider that landed in his bananas, becoming the super-powered Spider-Monkey. *Marvel Apes: Speedball Special #1* (2009)

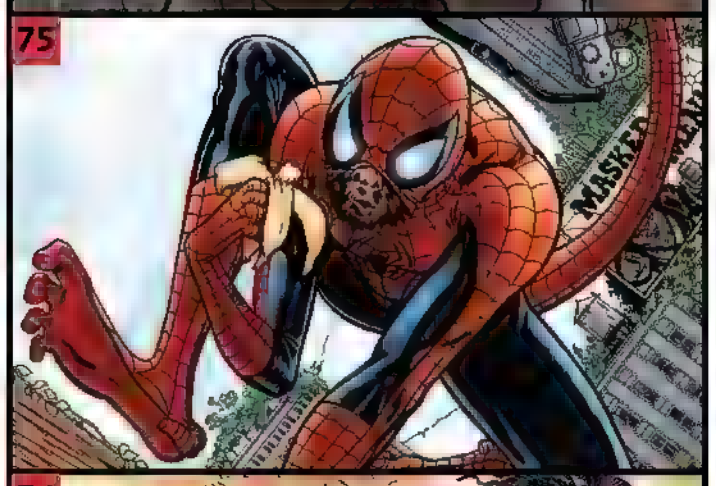
76. REALITY-10082: Spider-Man became Pestilence, one of the mutant overlord Apocalypse's monstrous Horsemen; battled Earth-616's Avengers. *Avengers #2* (2010)

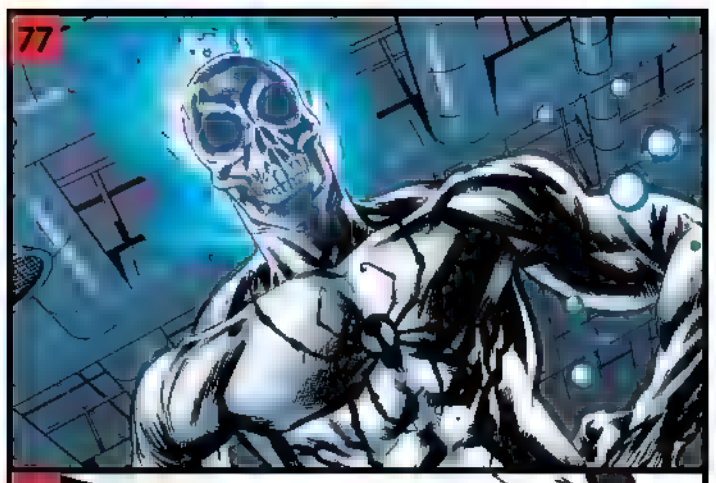


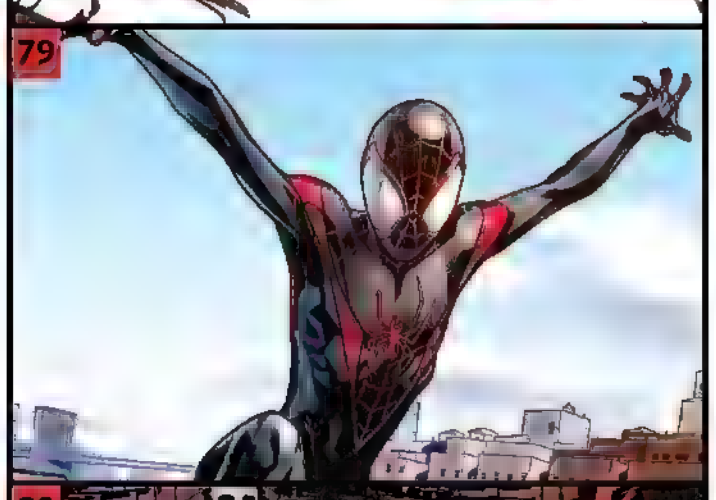


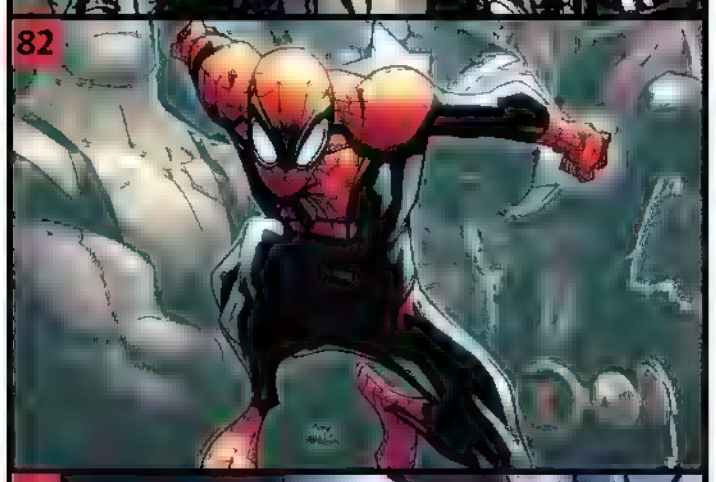


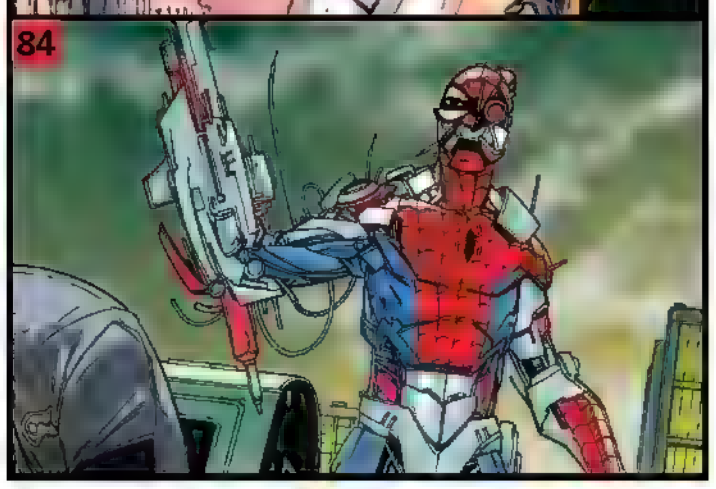












77. REALITY-11638: Peter Parker was beloved by the public. He enhanced himself by draining the life forces of alternate-reality Spider-Men until his Uncle Ben accidentally drained his life force. Sent to Hell, Parker was given a second chance by his world's Sorcerer Supreme, Bruce Banner, and returned to life as the supernatural Ghost Spider. *Amazing Spider-Man Annual #38* (2011)

78. REALITY-999: Feline crimefighter Spider-Cat was captured by and killed by Inheritor Bora. *Spider-Island: I Love New York City #1* (2011)

79. REALITY-1610: Miles Morales was bitten by a spider dosed with the same compound that empowered Spider-Man (Peter Parker), and took the Spider-Man role when Parker was believed dead. After the destruction of Reality-1610, Morales and his family were restored to life in the Prime Reality by the Molecule Man (Owen Reece) as repayment for an act of kindness; Spider-Man subsequently joined the Avengers and the Champions. *Ultimate Comics Fallout #4* (2011)

80. REALITY-11209: After killing Kraven the Hunter, Spider-Man (Peter Parker) went mad and took Kraven's role as the violent Hunter; eventually replaced Madame Web in her role as a precognitive visionary. *What If? Spider-Man: Grim Hunt #1* (2011)

81. REALITY-666: A member of the Avengers of the Undead, the monstrous Man-Spider (Peter Parker) battled Reality-616's Secret Avengers. Killed by Inheritor Bora. *Secret Avengers #33* (2012)

82. PRIME REALITY: Body of Peter Parker, possessed by the mind of Otto Octavius (Doctor Octopus). Octavius ultimately sacrificed his consciousness for Parker to regain control of his body to save Anna Maria Marconi, the woman Octavius loved. *Amazing Spider-Man #3* (1963); (as Spider-Man) *Amazing Spider-Man #698* (2013)

83. REALITY-13: Spider-Man retained the Uni-Power of Captain Universe; his Earth served as refuge to alternate-reality Spider-People. Slain by Inheritor Solus. *Amazing Spider-Man #9* (2014)

84. REALITY-2818: Recruited into the interdimensional war against the Inheritors, the cyborg Spider-Man was killed by the Inheritor Daemos. *Superior Spider-Man #33* (2014)

85. REALITY-65: Bullied and ignored, Peter Parker created a formula that transformed him into the reptilian Lizard. Died in battle against Spider-Woman (Gwen Stacy). *Edge of Spider-Verse #2* (2014)

86. REALITY-4: After Morlun killed Spider-Man, Ezekiel Sims became Old Man Spider. Killed by the Inheritors. *Edge of Spider-Verse #5* (2014)

87. REALITY-94: Peter Parker clone Ben Reilly took role of Spider-Man after Parker lost powers. Aided against the Inheritors. *Amazing Spider-Man #9* (2014)

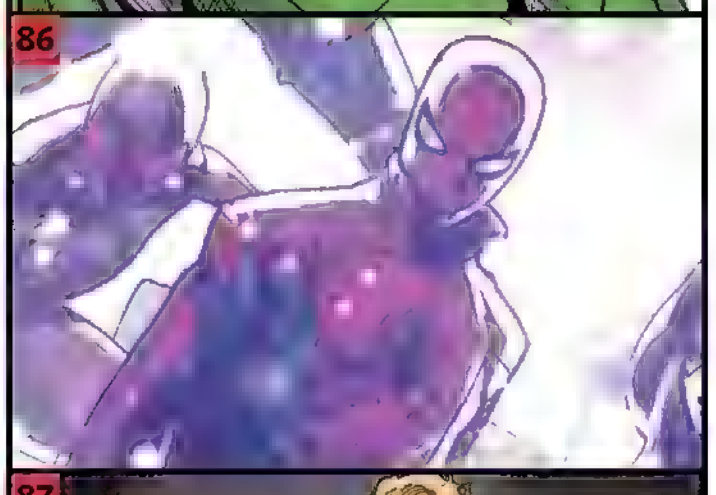
88. REALITY-51914: When confronted by the vampiric Inheritor Morlun, Spider-Man offered snack-sized golden sponge cakes. Morlun ignored the tasty treats and killed Spider-Man. *Spider-Verse #1* (2014)

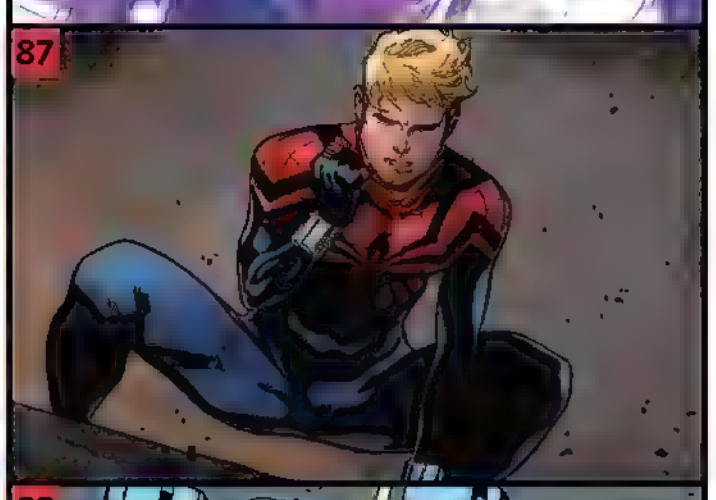
89. REALITY-833: A member of the multiversal Captain Britain Corps, Spider-UK (Billy Braddock) learned of the slaughter of spider-powered heroes across the Multiverse by the Inheritors and was charged by omniversal guardian Roma to stop them. *Edge of Spider-Verse #2* (2014)

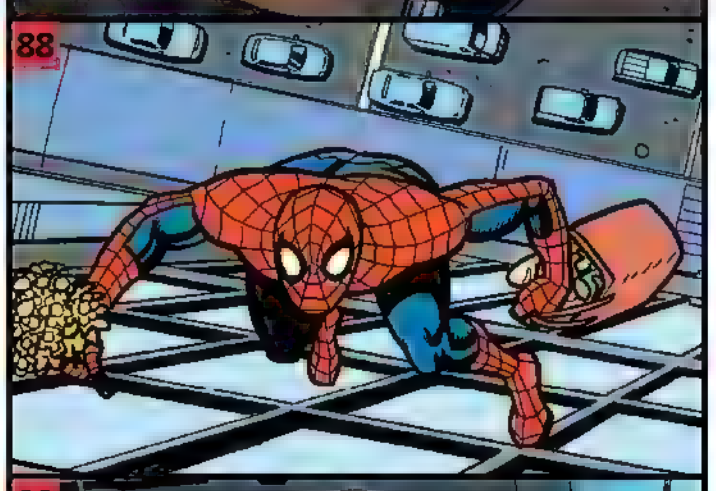
90. REALITY-21205: After killing his enemy Green Goblin when he killed Gwen Stacy, Peter Parker abandoned the Spider-Man identity, becoming the Goblin. When a war against the vampiric Inheritors erupted, Reality-65's Spider-Woman tried to recruit the Goblin. Learning she was Gwen Stacy, the Goblin sacrificed himself battling the Inheritor Verna to protect her. *Spider-Verse Team-Up #2* (2015)

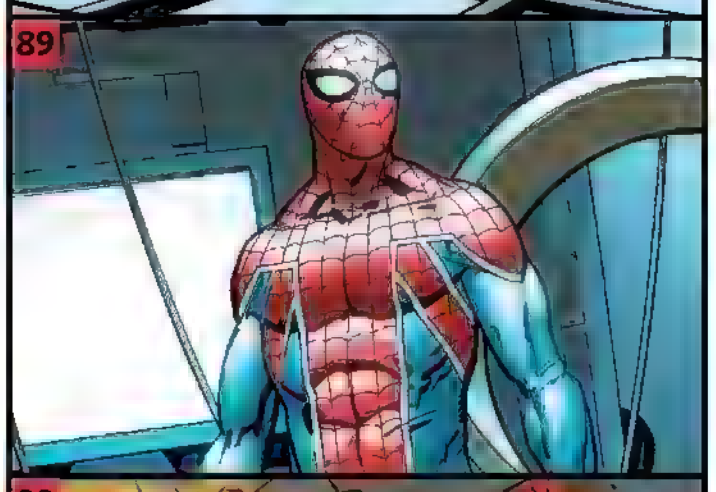
91. REALITY-449: Lunar colonist and freelance photographer Spider Moon-Man (Peter Parker) was sent to take pictures of a super-powered being. Killed by vampiric Morlun. *Amazing Spider-Man #9* (2015)

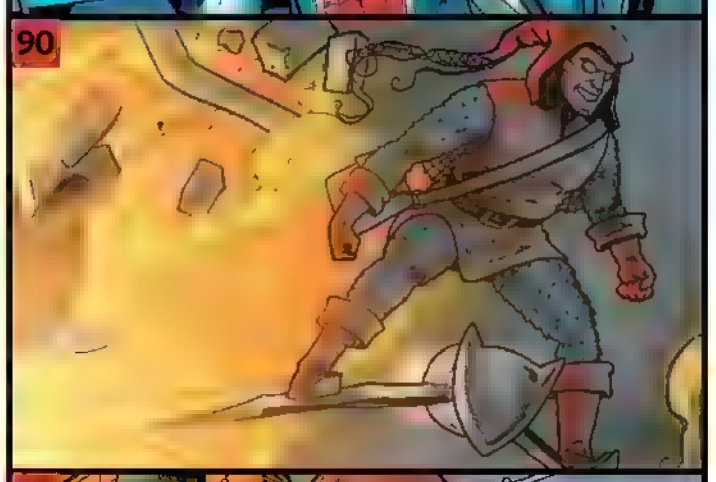
92. REALITY-67: The cartoonish Peter Parker fought villains as Spider-Man. Battled with Web-Warriors against the vampiric Inheritors. *Amazing Spider-Man #9* (2015)

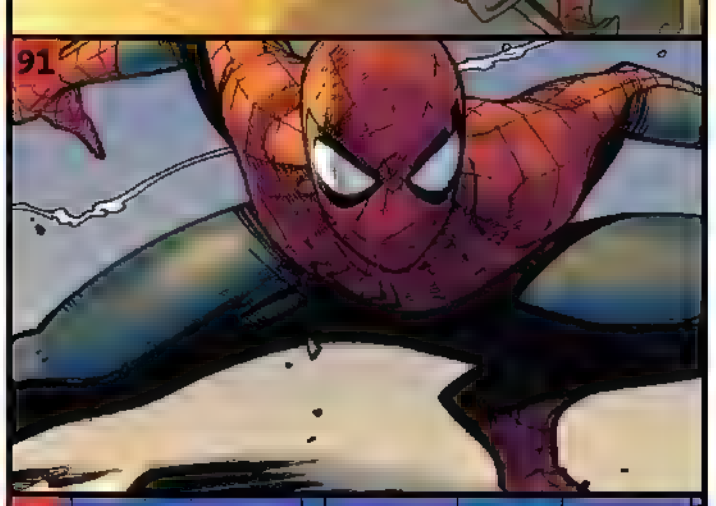












93. REALITY-3145: Bitten by a radioactive spider while visiting his nephew Peter at a science exhibition, Ben Parker became Spider-Man. Ben entered a survival bunker to protect himself against vampiric Inheritor Morlun, where he survived a thermonuclear war. Coaxed out of retirement to fight the Inheritors. (Ben) *Spider-Verse #1* (2015); (Spider-Man) *Amazing Spider-Man #13* (2015)

94. REALITY-15312: Living action figure Mini-Spider-Man was recruited to battle vampiric Inheritors. *Amazing Spider-Man #12* (2015)

95. REALITY-31913: Existing in a world of cowboys and frontier life, Spider-Man was a lawman who rode Spider-Horse into battle; both were later recruited into the Web-Warriors. *Amazing Spider-Man #12* (2015)

96. REALITY-18119: Spider-Man (Peter Parker) married Mary Jane Watson and had a daughter, Annie; eventually, Annie developed powers of her own and began adventuring alongside Peter as Spiderling, as did Mary Jane, who used technology to duplicate Peter's powers as Spinneret. *Spider-Verse #2* (2015)

97. REALITY-15042: Existing in a world of sentient vehicles, the Spider-Mobile (Peter Parkedcar) was recruited into the Multiversal Web-Warriors to resist the Spider-slaying Inheritors. *Amazing Spider-Man #12* (2015)

98. REALITY-138: Hobie Brown gained spider-like powers after being bitten by a radioactive spider, then fought for freedom as the anarchic, guitar-wielding Spider-Man against fascistic government, rampant consumerism and Reality-001's vampiric Inheritors. *Amazing Spider-Man #10* (2015)

99. REALITY-13989: The "great Spider-Wolf of the Lycansphere" was an extremely large werewolf who was killed by the Inheritor Karn. *Amazing Spider-Man #11* (2015)

100. REALITY-8: Son of Spider-Woman (Gwen Stacy) and an alternate-reality Miles Morales, George Jefferson Maximilian Morales-Stacy joined his family's Amazing Eight super team as Spider-Boy. *Spider-Gwen #18* (2017)

101. REALITY-28242: Symbiote-wearing Spider-Man (Peter Parker) was drawn into the conflict against the crystalline, parasitic Poisons and eventually infected by them. Slain by Prime Reality's Venom (Eddie Brock). *Venomverse #1* (2017)

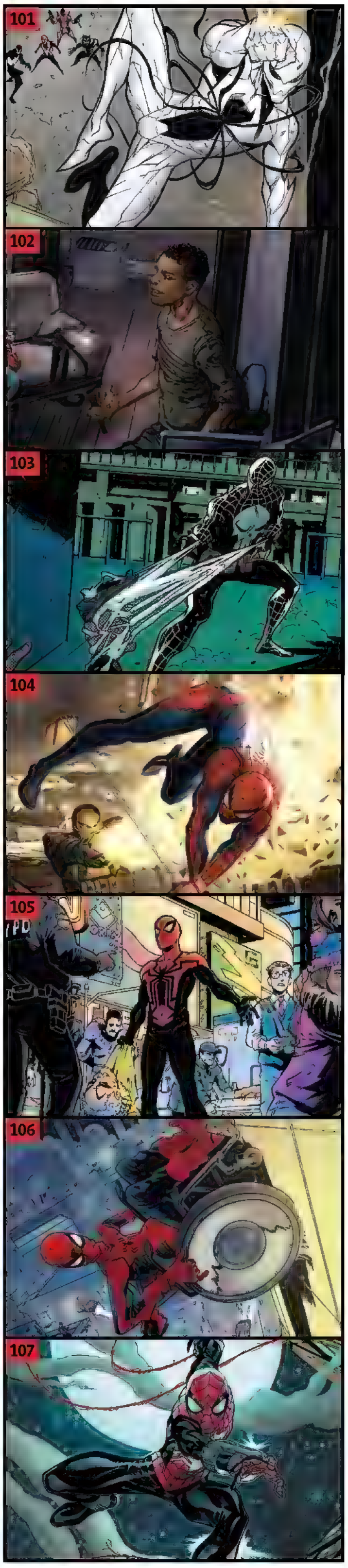
102. REALITY-1048: Miles Morales became withdrawn following his father's death. Befriended by Peter Parker and later bit by a genetically modified spider, Morales gained spider-like powers and confessed them to Parker, who also revealed he was Spider-Man. When Parker left to oppose the vampiric Inheritors, he asked Morales to protect the city in his place. *Marvel's Spider-Man* (2018)

103. REALITY-71928: Spider-Man (Peter Parker) killed the burglar who murdered his Uncle Ben, then became the lethal Punisher. *What If? Punisher #1* (2018)

104. REALITY-1048: Peter Parker gained spider-powers from a radioactive spider bite and developed high-tech weaponry to fight crime as Spider-Man. Battled Blood Spider (Michael Bingham), Echo (Maya Lopez) and Mr. Negative (Martin Li); in a relationship with Mary Jane Watson. Pulled into interdimensional war against Inheritors. *Marvel's Spider-Man* (2018)

105. REALITY-18139: Flash Thompson was bitten by a radioactive spider and became the brutal crimefighter Spider-Man; killed Peter Parker in a rage, ultimately turned himself over to the police. *What If? Spider-Man #1* (2018)

106. REALITY-18236: Granted an extended lifespan thanks to a transfusion of blood from Deadpool (Wade Wilson), Spider-Man (Peter Parker) eventually began using a wheelchair and moved into a retirement home; when Life-Model Decoys threatened to overrun the Earth, Spider-Man and Deadpool went back in time to the Prime Reality to prevent this. *Spider-Man/Deadpool #26* (2018)



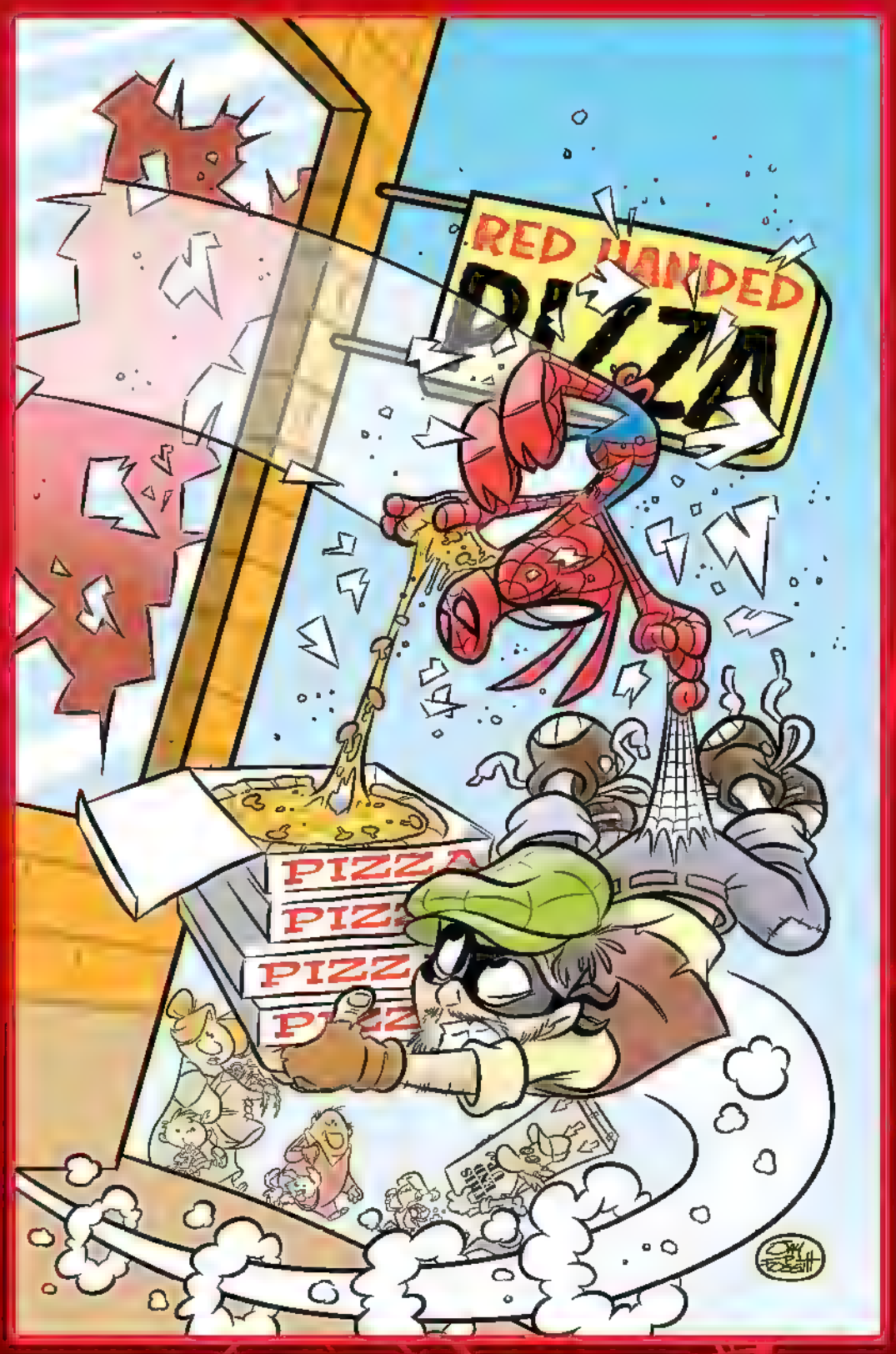
107. REALITY-51838: Assisted by the adult Prime Reality's Spider-Man (Peter Parker), a young Spider-Man defeated the Green Goblin (Norman Osborn). After saving Aunt May from an escaped Goblin, young Parker retired and eventually married Gwen Stacy. Without Spider-Man, Osborn took control of the United States; Parker-Prime inspired Parker-51838 to reclaim his Spider-Man identity and resist Osborn. *Spectacular Spider-Man #301* (2018)

Amazing Spider-Man #9-14 connecting variants by **Gabriele Dell'Otto**

Spider-Geddon #0-5 connecting variants by **InHyuk Lee**

Spider-Geddon #1 Peter Parker variant by
Mark Bagley, John Dell & Dave McCaig

Spider-Geddon #1 Spider-Gwen variant by
Pasqual Ferry & Chris Sotomayor



Spider-Geddon #1 Spider-Ham variant by
Jay Fosgitt

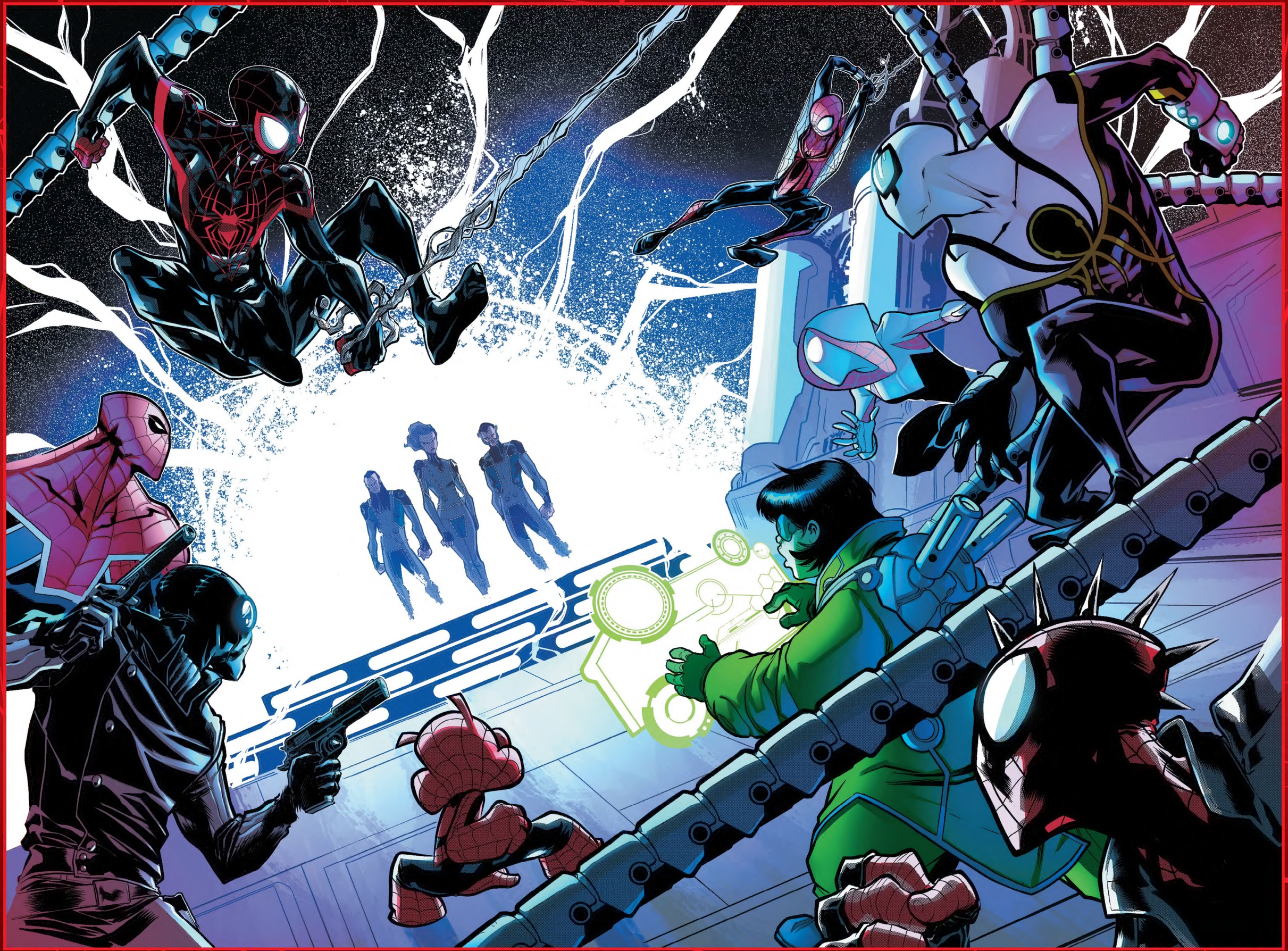
Spider-Geddon #1 Miles Morales variant by
Mike McKone & Jesus Aburtov

Spider-Geddon #1 PS4 Spider-Man variant by
David Nakayama

Spider-Geddon #1 Peni Parker variant by
Todd Nauck & Rachelle Rosenberg

Spider-Geddon #1 Spider-Man Noir variant by
Gerald Parel

Spider-Geddon #1 Spider-Punk variant by
Will Sliney & Frank D'Armata



Spider-Geddon #0 pinup by **David Baldeón** & **Andres Mossa**

Spider-Verse #2's fourth story, "El Espiritu de las Calles," was also available in English on Marvel.com. Presented below is the dialogue for the English version of the story.

PAGE 1:

PANEL 1: Mexico City, after midnight.
PANEL 3: Gmhpf...
One more.
PANEL 4: What the–
PANEL 5: Take me to your leader.
We'll bring him some tacos for dinner.
PANEL 6: Uh-oh.

PAGE 2:

PANEL 4: Watch out for the open drain!

PAGE 3:

PANEL 1: Guys who look sharp are always about to meet the boss. So, where is he?
PANEL 2: AAAAAHHH!
PANEL 3: Better than Space Mountain, huh?
I give up! I'll tell you everything!

PAGE 4:

PANEL 3: Once upon a time.
Arácnido! Arácnido! Arácnido!
PANEL 4: Escorpión! Help!

PAGE 5:

PANEL 1: That's it! He's out!
PANEL 4: C'mon, Junior, your dad needs you!

PAGE 6:

PANEL 4: I'm sorry
PANEL 5: This can't stand.

PAGE 7:

HEADLINES: ARÁCNIDO MOVIE
2 Years After His Death
Actor's Daughter
Kidnapped

PANEL 1: I didn't know the boss hung out with the President at–
PANEL 2: Me either. Anyway, where's the girl?
PANELS 3-4: What the–!
PANEL 5: Don't worry. I'll find her.
PANEL 6: You guys look like sopes now. I guess you are what you eat.

PAGE 8:

PANEL 1: Go downstairs and fix dinner. These bozos are running late.
PANEL 2: Yeah, send a note–
PANEL 3: What do you mean the cops got 'em?!

PAGE 9:

PANEL 3: Thank you!
PANEL 5: Hey, are you a Girl Scout?
PANEL 6: What's taking you so long, chucho? We have to go to–
PANEL 7: What the...?

PAGE 10:

PANEL 1: Now!
PANEL 2: Tie his shoelaces together!
PANEL 3: Crime has ruined enough families in this city.
PANEL 4: See? These clowns are nothing to be afraid of. You've earned yourself a nice, hot burrito before I drop you off at your folks!

TITLE: THE SPIRIT OF THE STREETS

ARACHNOMANIA!

For the first time, two amazing multiversal epics are collected in a single, spectacular, Spider-filled volume! When Morlun and his ruthless family of Inheritors rampage across realities feeding on their wall-crawling victims, heroes from disparate worlds must unite to save the web of life that connects the Spider-Verse! But the only reward for those who survive the first onslaught will be to face Spider-Geddon!

Collecting *Edge of Spider-Verse #1-5*; *Spider-Verse #1-2*; *Superior Spider-Man (2013) #32-33*; *Amazing Spider-Man (2014) #7-15*; *Spider-Man 2099 (2014) #5-8*; *Scarlet Spiders #1-3*; *Spider-Woman (2014) #1-4*; *Spider-Verse Team-Up #1-3*; *Edge of Spider-Geddon #1-4*; *Spider-Geddon #0-5*; *Superior Octopus #1*; *Spider-Force #1-3*; *Spider-Girls #1-3*; *Peter Porker, the Spectacular Spider-Man (2017) #311-313*; *Spider-Gwen: Ghost Spider #1-4*; *Vault of Spiders #1-2*; *Spider-Geddon: Spider-Man Noir Video Comic*; *Spider-Geddon: Spider-Gwen – Ghost Spider Video Comic*; *Spider-Geddon: Spider-Man Video Comic*; *Spider-Geddon Handbook #1*; and material from *Free Comic Book Day 2014 (Guardians of the Galaxy)*.

MARVEL